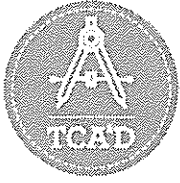


# MEETING MINUTES

DATE: Monday, October 8, 2018

TIME: 6:00 PM

LOCATION: TARCHITECTS PAPAYA RM



## The Community Academy for Architecture and Design Inc.

### Call to Order

#### \* Board Member Attendee Names

- o Tariq Abdullah
- o Dan Alfino (via teleconference)
- o Chelsea Ulrich-Tarnoff
- o Brooke Bosley
- o Rasheedah Luqman
- o Nichole Bradley

#### \* Attendee Names

- o Tiffany Green-Abdullah (via teleconference)

#### \* Board Member Attendee Not Present

- o Nicole Henderson

### Approval of Previous Minutes

### Reports

1. **Brooke - website update** - moved to Blue Host web server and website information
  - I. weekend of 10/13 - 48&48 will be updating the website
  - II. Brooke will move information to the new website
  - III. Nichole Bradley - what information needs to be contained for marketing and branding on the website; what is the content that should be included for SCSC?
    - Use example schools for website design - Museum School, KIPP, Ron Clark Academy
  - IV. Brooke will be present Saturday 10/13 for meeting with 48&48
    - Project management capacity to ensure the website is moving forward the way that TCAAD needs it to be built
- V. **Tariq - facilities update**
- VI. decision that \$35,000/month in rent was well outside of what we should spend per month
- VII. re-connected with commercial realtor - has identified 5 additional building sites
  - 3 viable options for school site:
    - Covington Place: 4060 Covington Place, Stone Mountain, GA 30083  
The Strip Mall is 141,000 sqft, currently has 4 active tenants, 3 pending lease move in and 82,000 sqft available for the school. Attached is the LOI from the tenant rep. Also in Bold is the CAM breakdown and price. Just purchased in June 2018 for \$2,250,000.  
Yearly NNN/CAM expenses:  
\*Property taxes \$10,2500  
\*Water \$28,000(estimated)  
\*Common area lights \$10,800  
\*Lawn care/ grounds \$22,500  
\*Insurance \$19,800

It comes out to \$1.65 a sqft and we could do a 3% limit on yearly increases.

Total price and CAM is \$8.25 sqft

Annual price \$676,500, monthly price \$56,375.(82,000 sqft)

\$247,500, \$20,625 (30,000sqft)

- 2650 Young Road-26 Acres: Corner of Young and Covington Hwy  
Standing Building 14,000, asking price \$2,000,000 raised from \$1,700,000.  
CMA shows the value is \$1,700,000.
- Village Square Shopping Center, Memorial Drive, Stone Mountain, GA  
114,000 sqft, 30% full, 70% vacant, currently has 7 active clients.  
30,000 sqft you will use for the school. Due to the condition of the property, it is better to buy than lease it. I would ask \$1,500,000 is subject to change based on inspection and condition

VIII. Village square shopping center is the most viable option for school space

- currently empty - recommending to offer \$1.5million for purchase
  - American Charter Schools would buy the facility and then at year 3, we would be at a position to purchase
- this option allows for the option to lease now or work with ACS to buy and then buy back
- similar build out as original Kroger location
- what do we know about the shopping center - are there any issues that might arise with surrounding businesses?
  - Tariq request for commercial real estate appraiser once we select what facility we want to move forward with
- there is a church currently leasing that is on a month to month lease
- Dan - in conversations on a sale-lease back scenario with ACS
  - Need further investigation of using a bond - Dan and Tariq to connect on next steps
- neighbor is a village childcare center - Dan to include in update on Freedcamp - should be part of outreach for student recruitment

IX. Young Road option - we need 30,000 sq ft to start - so we could have to double size of Young Rd

- starting more from scratch, on current existing building option that we could use
- price jumped from \$1.7 to \$2million - if we go this route, we would have to push back opening of the school by a year because we need to totally build out a school
  - would portables be an option to use in the interim?
    - we could do a \$9million facility that is well designed and constructed that houses K-8
    - Ideal world - we want a \$26 million facility - in the current state, we need a K-8 structure
    - portables would be just a temporary structure
- this option would allow us to build out a totally new building, without the hindrances of using an existing structure that was something drastically different than what we are building
- from the lender perspective, it is easier to liquidate an improved property
  - in current state, we would need to revamp the exterior and knock down interior walls
  - we would be able to renovate the 14,000 square feet, have additional classroom space via portables, while the remainder of the space is being built
  - the final build-out could be done in 6-7 months
- Tariq to investigate the cost comparison of portables - single portable classrooms can be rented for \$200-\$1000/month or bought for \$5,000 - \$25000 to purchase
  - There is current space that is available in the existing structure - house the K-1 students, place 2-3 students in portables
    - \$5000/month for 2 grades

X. Covington Place option - 141,000 square foot strip mall that they don't want to sell right now

- opportunity to build out faster in this space, allowing TCAAD to potentially lease and then buy something else later
- could not be a facility that we would own at any juncture
- would only go with this option if we are ok with leasing for 5 years - seems like the least viable option to move forward on

## Motions

I. Tariq raises motion to move forward on Village Square option - motion approved

- Next steps: work with realtor to create offer of intent and purchase to be shared with the Board
  - in conversation on what organization(s) can support the build out finances for the school - need to look at term sheet with ACS to see what lease-back will involve
  - ACS needs a list of our actual budget - by line item and by all of our expenses, this will further be shared with lenders

- II. Tariq raises motion to approve funds for ordering of marketing materials - passed via approval by Board
- III. Tariq raises a motion to not vote Nicole Henderson onto the board based on lack of production - passed via approval by the board

## New Business

### Board Meeting 10.8.18

1. Meeting agenda moving forward will be the items on Freedcamp that need completed prior to school opening
  - I. the SCSC checklist
  - II. Brooke - update website weekly to include that SCSC pre-opening checklist will be reviewed each week
    - include that comments from Board and public comment
2. Tariq/Nichole - School Leader search
  - I. Nichole creating a manual of who all our personnel is for the school - currently has all job descriptions updated for the school
    - in DeKalb petition - there is some information on position JDs that were created to review
  - II. most pressing need is our school leader and data clerk for the school
    - draft process in place for hiring, to include
      - first round pre-screening
      - executive panel interview (the toughest panel to get through)
      - local panel interview - move top 2 individuals to
    - all parts of the interview will be scripted and then information will be collected, need forms for background checks (criminal, schooling, PSC certification)
      - need to get quotes on someone who can provide this service so that background checks can be completed
    - need to move forward with community panel - could include Ed Chang and GCSA member
      - this allows us to see what the community is saying and will be the final screen
    - in executive interview, candidates will present their performance task and a presentation, and have a series of questions
  - III. Nichole - need to finalize on moving forward with school leader search and also finalizing the recruitment process
    - start with individuals who are currently in the process:
      - Dr. Lorraine Cruz
      - Dr. Arnette Artez
      - remainder of the list of individuals
    - Nichole to conduct phone interviews to assess candidates for whether they move to executive panels - will take structured notes to be shared with board and will live in the files of all candidates for review with the board before executive panel
    - need to tie phone interview questions to principal interview and score based on what is available in the principal packet
    - have top candidates do the fire drill task during the interviews
      - need to look over the entry plan (90-day plan) as a performance task to review during the interview
      - stagger the interview schedule so that someone is doing the fire drill task while someone else is being interviewed by the panel
    - Tariq to take a list of candidates and review resume and writing sample to make a highlighted list of individuals
  - IV. Next steps: Nichole to move forward with phone screen questions and track their information on the spreadsheet as well as create individual summary sheet with each candidate
    - come back and share the information via Freedcamp in linked documents - at the end of the series of calls
    - upload the whole list of questions that will be used during the interviews (phone and in-person)
3. Dan - Board policies and approval
  - I. uploaded red lined version of bylaws to Freedcamp for review
    - Change language from Governance Committee to Board, to reflect that we operate as a committee of the whole
    - Article 10 revised to pull back on committee language for the time being, can be revised in an upcoming resolution
    - No need for specific chair committee names at this point, with the exception of the Board Chair

- II. Tariq - likes idea of having specific titles for individuals on the board, can be established by resolution if additional titles are needed
  - concerns about board governance structure moving forward - what happens when new board comes on?
- III. Tariq raises motion to approve bylaws as amended on October 8 - passed via approval by the board
  - Next steps: send to SCSC for upload
- 4. Tariq - as a board, we have committed to supporting the work of this community in DeKalb for students
  - I. Current board members
    - Chelsea Ulrich Tarnoff
    - Nichole Bradley
    - Tariq Abdullah
    - Brooke Bosley
    - Dr. Desiree Rivers
    - Dan Alfino
    - Rasheedah Luqman
  - II. Bring up a discussion and a vote to determine if we vote Nicole Henderson onto the board
  - III. Tariq raises a motion to not vote Nicole Henderson onto the board based on lack of production - passed via approval by the board
- 5. Tariq - board dues
  - I. Foundation has been created to support the work of TCAAD, the school is currently the largest project
  - II. Board dues are \$500/year - according to the bylaws, dues are due by December 31, 2018
    - Will be submitted by November Board Meeting (November 5)
- 6. TCAAD attendance at Maker Faire on October 27-28 in conflict with event at Wade Walker YMCA
  - I. Could we send two groups out to go do the work
- 7. GeorgiaCAN meeting on October 25 at the Pizza Hut on S. Hariston
- 8. Tariq raises motion to approve funds for ordering of marketing materials - passed via approval by Board
- 9. Move to adjourn the meeting -

**Announcements**

N/A

**Unfinished Business**

Approval of Previous Minutes

**Other Business**

N/A

**Adjournment**

SECRETARY APPROVAL:  
(Signature & Date)



10/29/18

**SECOND AMENDED AND RESTATED  
BYLAWS  
OF  
THE COMMUNITY ACADEMY FOR ARCHITECTURE AND DESIGN, INC.  
(TCAAD)**

**Dated as of October 8, 2018**

**Article I. Introduction**

**Section 1.01 Name and Corporate Office.** The name of the corporation (the “Corporation”) is “The Community Academy for Architecture and Design, Inc.” The principal office of the Corporation shall be located within DeKalb County, Georgia. The Board shall have the authority to establish such additional offices for the Corporation in such places as they shall consider appropriate.

**Section 1.02 Board.** The “Board” shall mean the Board of Directors of the Corporation, and each member of the Board shall hereinafter from time to time be referred to as a “Director” and collectively as the “Directors”.

**Article II. Purpose, Founding Principles, and Governing Instruments**

**Section 2.01 Purpose.** The Corporation is organized, and will be operated, exclusively for charitable, educational, scientific, literary and cultural purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code. TCAAD is authorized to exercise any and all rights, powers and privileges of a not-for-profit corporation organized under the Georgia Nonprofit Corporations Code.

**Section 2.02 Founding Mission and Vision.** The Corporation was founded to become a valuable community resource to develop community conscious leaders. The Corporation’s founding mission (the “Mission”) is to expose students to architecture and design in a learner-centered environment, which promotes creative, critical thinking and develops community conscious community leaders. The Corporation’s vision (the “Vision”) is to partner with communities to develop thriving children and sustainable neighborhoods using architecture and design as a conduit for intergenerational transformation. The Board shall ensure adherence to the Mission and Vision,

and the Board shall review and revise each periodically for accuracy and validity. Each Director should fully understand and support the school's Mission and Vision.

**Section 2.03 Governing Instruments.** The Corporation shall be governed by its Articles of Incorporation and these Bylaws (as amended, restated, supplemented, or modified from time to time).

**Section 2.04 Nondiscrimination Policy.** The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age race, color, national origin, religion, physical handicap, or disability, or any other basis prohibited by law.

### **Article III. Membership**

**Section 3.01 No Members.** The Corporation shall have no members.

### **Article IV. The Board of Directors**

**Section 4.01 Composition.** Each Director shall reflect the qualities, qualifications, and diversity determined by the Board. To that end, at any given time, all of the following board composition requirements must be met:

- (a) ***Number.*** The Board shall consist of at least seven (7) but not more than thirteen (13) voting members.
- (b) ***Mission and Vision.*** Each Director must personally believe in, and be committed to, the Mission and Vision of the Corporation.
- (c) ***Geographic Representation.*** At least one-seventh (1/7) of the Directors on the Board must reside within five (5) miles of the principal office of the Corporation.

**Section 4.02 Term of Office.** Subject to Section 4.03, each Director will serve a term of two (2) years. Each Director may be re-elected if nominated at the annual meeting of the Board. After serving two consecutive terms, an individual may not be nominated and is ineligible for service as a Director for a third consecutive term. Each Director shall serve for the duration of such Director's term unless such Director submits a written letter of resignation or such Director has been removed in accordance with these Bylaws.

**Section 4.03 Staggered Board.** To the extent feasible, Director terms shall be staggered so that as closely as is reasonably mathematically possible, at each annual election, half of the Board will be elected each year. To initiate a staggered board structure, and notwithstanding anything to the contrary in any other provision of these Bylaws: (i) the terms of current Directors Daniel Alfino, Chelsea Ulrich Tarnoff, and Brooke Bosley shall be deemed the first term of such Director and shall last until the annual meeting held in 2019; and (ii) the terms of current Directors, Tariq Abdullah, Desiree Rivers, Rasheedah Luqman, and Nichole Bradley shall be deemed the first term of such Director and shall last until the annual meeting held in 2020.

**Section 4.04 Vacancies.** In the event that a vacancy should occur on the Board, the Board shall prepare a list of candidates to fill the vacancy. In preparing such list, the Board shall consult the Board's annual gap analysis to identify skills or stakeholders underrepresented on the Board. A Director selected to fill a vacancy shall serve for the balance of the un-expired term of the predecessor in office.

**Section 4.05 Board Dues.** At each Annual Meeting, the Directors will determine the board dues (the "Board Dues") required of each Director for the next calendar year. Each Director must pay such Director's Board Dues to the Treasurer by December 31 of the preceding calendar year. For the avoidance of doubt, Board Dues for the 2019 calendar year must be paid by December 31, 2018. A Director who is elected after September 31 of a given year is not required to pay Board Dues for the calendar year in which such Director is elected. A Director who is elected on or prior to September 31 of a given year must pay Board Dues for the calendar year in which such Director is elected within three (3) months of such Director's election. If a Director has experienced financial hardship, the Board may vote to establish a payment plan for such Director on terms and conditions to be determined by the Board. Notwithstanding any other provision of these Bylaws, if any Director does not pay Board Dues by the deadlines described in this Section 4.05, such Director will be deemed "Not in Good Standing" and will no longer have voting rights, unless otherwise determined by the Board.

**Section 4.06 Removal.** Any member of the Board may be removed for Good Cause (as defined below) by a two-thirds (2/3) vote of the entire Board. Good Cause shall include any Director's unexcused absence at three meetings of the Board, any Director whom the Board has deemed Not in Good Standing, and any other reason listed in a resolution passed unanimously by the Board. A meeting to consider the removal of a Director may be called by any Director and noticed following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda and state the possible cause for removal. At such meeting, the Board shall consider possible arrangements for resolving the problems that are in the mutual interest of the school and the Director.

**Section 4.07 Nominations for Elections of the Board.** Any Director or employee of the Corporation may nominate an individual to serve on the Board. Nominations must be submitted to the Board by a deadline set by the Board. No employee is eligible for nomination, and no current Director may nominate himself or herself. The Board shall determine which nominees have the experience and expertise required for service on the Board and shall submit a list to the whole Board for a vote at the annual meeting of the Board.

**Section 4.08 Elections.** The time, location, and process for electing new Directors shall be contained in an election policy to be established by the Board.

## **Article V. Meetings of the Board**

**Section 5.01 Scheduled Meetings of the Board.** The Board shall hold no less than ten (10) regularly scheduled monthly meetings annually (each, a "Regular Meeting" and collectively, "Regular Meetings"), which Regular Meetings shall be open for all members of the public to attend. Additionally, the Board shall hold an annual meeting of the Board (each, an "Annual Meeting" and collectively, "Annual Meetings"), which Annual Meeting shall be held annually in June or July at such place and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

**Section 5.02 Quorum.** A majority of the full number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action at a meeting may be approved without the consultation of at least a majority of the number of Directors required to

constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

**Section 5.03 Public Notice of Regular Board Meetings.** The Board shall provide adequate notice of all regular meetings of the Board at least twenty-four (24) hours in advance of any such meeting, by: (1) posting the notice on the Corporation’s website and Facebook page; (2) distributing the notice via email to all community members (including, without limitation, all parents, guardians, and staff); and (3) by visibly posting the notice in the school’s front office.

**Section 5.04 Public Posting of Agendas.** Regular Meeting and Annual Meeting agendas shall be posted on the Corporation’s website and physically at the meeting site as soon as reasonably possible prior to any Regular Meeting. Additionally, as soon as reasonably possible, agendas are available upon request at the school lobby.

**Section 5.05 Public Access to Board Minutes.** The Board shall keep the minutes from all Board meetings on file at the principal office of the Corporation and shall make these records available for review by community members by promptly posting them on the Corporation’s website, on the Corporation’s Facebook page, and in the resource center for parents at the Corporation’s principal office. A summary of the subjects acted on and those members of the Board present at each meeting are also posted on the Corporation’s website within two business days of the conclusion of each meeting, pursuant to the provisions of O.C.G.A. § 50-18-70 et seq.

**Section 5.06 Special Meetings.** Special meetings of the Board (each, a “Special Meeting” and collectively, “Special Meetings”) may be held at such place and such times as determined by the Board from time to time, may be fixed by the Board, or may be specified in the notice of said meeting in accordance with O.C.G.A. § 50-14-1 et seq. Agendas shall be available upon request and shall be posted in the same manner as Regular Meetings as soon as reasonably possible. The Board has full discretion to call a Special Meeting, but it will entertain recommendations from the principal school administrator (the “School Leader”).

## **Article VI. Duties and Responsibilities of the Board**

**Section 6.01 General Duties and Responsibilities:** Subject to the provisions of law, the Certificate of Incorporation and these Bylaws, but in furtherance of and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation, provided such actions align with the Corporation’s Mission and Vision.

**Section 6.02 Specific and Responsibilities of the Board.** Without limiting any of the foregoing, the Board have the following duties and responsibilities:

- (a) ***Revise the Mission and Vision.*** The Board shall periodically review and amend the Mission and Vision.
- (b) ***Adopt Policy.*** In furtherance of the Mission and Vision, the Board will develop policies that advance Diverse viewpoints. (“Diverse” shall mean of or relating to individuals who self-identify with those groups historically discriminated against and/or are underrepresented in Georgia based on religion, national origin, disability, sex, gender, race/ethnicity, sexual orientation, gender identity or gender expression).



- (c) ***Select and Support the School Leader.*** The Board shall undertake a careful search process to find the most qualified individual for the position of School Leader. The Board will ensure that the School Leader has the moral and professional support he or she needs to further the goals of the school. The Board shall periodically evaluate the progress and effectiveness of the School Leader's implementation of the school's goals and his/her fulfillment of the Board's expectations.
- (d) ***Strategic Planning and Oversight of Organizational Planning.*** At least annually, and as needed, the Board shall review and amend the Mission and Vision. Written updates to both the Mission and Vision must be made available to the public within a reasonable time after such update is made. For the avoidance of doubt and notwithstanding anything to the contrary in these Bylaws, updates to the Mission and Vision do not require an amendment to these Bylaws, and any reference to "Mission" or "Vision" in these Bylaws will refer to the latest written expression of such term.
- (e) ***Ensure Adequate Resources.*** As stewards of the school, the Board shall develop and maintain the School Improvement Plan for the school. Additionally, the Board will participate in annual planning to determine which programs are the most consistent with the school's Mission and to monitor their effectiveness. It will delegate total responsibility for implementation to the leadership team and establish direction and oversight through policy. The Board is responsible for executing all employment contracts and other substantial financial commitments as defined by policies and procedures.
- (f) ***Manage Resources Effectively.*** The Board shall provide and ensure adequate resources for the organization to fulfill its Mission. The Board will work in partnership with the School Leader to raise funds from the community through the following:
  - (i) Long-term financial planning and fundraising;
  - (ii) Development of long-term plans to develop and maintain professional staff;
  - (iii) Optimization of viable opportunities; and
  - (iv) Development of long-term plans to explore successful, mutually-beneficial partnerships.
- (g) ***Represent the Corporation and Enhance its Public Standing.*** The Board must represent and reflect the community in which the principal office of the Corporation is located. All Directors are ambassadors of the Corporation and must represent it in a manner consistent with its Mission, Vision, and guiding principles. Directors are responsible for developing and maintaining positive relationships with partners and community stakeholders.
- (h) ***Develop an Accountability Framework.*** The Board will evaluate the accomplishments of the school's School Improvement Plan and the fulfillment of its Mission.

**Section 6.03 Specific Responsibilities of Each Director.** To the extent applicable, each Director shall: (1) attend in person at least 75% of all Board and committee meetings and functions, such as special events, provided, attendance by teleconference is permissible only to the extent authorized under O.C.G.A. § 50-14-1(C)(g); (2) fully support and act in accordance with the school's Mission, services, policies, and programs; (3) review agenda and supporting materials prior to Board and committee meetings; (4) serve on committees and offer to take on special assignments; (5) make a personal financial contribution to the organization; (6) inform others about the

organization; (6) suggest possible nominees to the Board who can make significant contributions to the work of the Board and the organization; (7) keep up-to-date on developments impacting charter schools in Georgia and the local school District; (8) follow conflict-of-interest and confidentiality policies; (9) refrain from making special requests of the staff; and (10) participate in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.

## **Article VII. Officers**

**Section 7.01 Officers, Generally.** The Board shall initially have three (3) officers ("Officers"): a Chair, a Secretary, and a Treasurer. The Board shall appoint any additional officers as the Board shall deem appropriate. Each Officer shall be elected for one-year terms, and shall serve until the expiration of such Officer's term, or until such Officer's resignation or removal from office, as provided herein.

**Section 7.02 The Chair.** The Chair shall be responsible for setting Board Meeting Agendas. The Chair shall facilitate the Board decision-making process. The Chair shall, when present, preside at all meetings of the Governing Board. An Director may serve as Chair for two consecutive one-year terms and up to three one-year terms non-consecutively, provided they are duly re-elected by the Board. The Chair shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Board or by Board Policy.

**Section 7.03 The Secretary.** The Secretary oversees the Corporation's Board minutes and seal. The Secretary shall be responsible for the minutes of all the meetings of the Board and for authenticating records of the corporation. The Secretary shall also perform such other duties and have such other powers and responsibilities as may be assigned to him or her from time to time by the Board.

**Section 7.04 The Treasurer.** The Treasurer shall at all times maintain full and accurate records regarding the property owned by the Corporation, its income and disbursements and its various activities, and shall present such record at the Annual Meetings and Regular Meetings of the Board; provided, however, that the records shall always be open for inspection by any member of the Board. The Treasurer shall have the authority and responsibility for the safekeeping of the funds, securities and other assets of the Corporation and shall serve as an advisor on financial matters relating to the management and operation of the Corporation's assets. The Treasurer shall have such other duties and responsibilities as may be assigned to such Officer from time to time by the Board. In the event of the Treasurer's resignation, removal or death, the Chair shall serve as Treasurer Pro Tempore until a successor is elected by the remaining Board at a Regular Meeting or a Special Meeting. The new Treasurer shall be elected within thirty (30) days of the event of resignation, removal, or death of the Treasurer.

## **Article VIII. Compensation of Directors and Officers**

**Section 8.01 No Compensation for Directors or Officers.** No Director or Officer shall receive compensation for such Director's or Officer's services as a Director or an Officer, respectively; however, the Corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by such Director or Officer in furtherance of the school's Mission as long as such Director or Officer received Board approval prior to the incurrence of such out-of-pocket expenses.

## **Article IX. Property of the Corporation**

**Section 9.01 Sale or Transfer of Property.** Any sale or transfer of any stock, bond, security, real estate or any other property standing in the name of the Corporation shall be valid only if executed by the Board acting through any two officers authorized by the Board. Any document of conveyance or transfer executed in this manner, having affixed thereon the seal of the Corporation shall in all respects bind the corporation as fully and completely as if such transaction had been authorized by a specific Board decision of the members of the Board, and any person to whom a copy of this Article Nine shall have been certified by the Secretary of the Corporation shall be entitled to rely thereon until notified of its repeal.

**Section 9.02 Disbursements Requiring Two Signatures.** Any disbursements Corporation property in the amount over \$1,000 from accounts shall require the signatures of both the School Leader and the Treasurer.

**Section 9.03 Loans to Directors and Officers Prohibited.** No loans or advances, other than customary travel advances, shall be made by the Corporation to any of its Directors or Officers.

## **Article X. Committees of the Board**

**Section 10.01 Committees of the Board.** The Board shall initially have no committees, but may by resolution designate one or more standing and special committees to direct the business of the Corporation, provided each such committee meets the requirements set forth in this Article X. If the Board elects to designate one or more standing or special committees, the Board may increase or decrease the number of members of any such committee at any time, provided each such committee has at least two Directors at any given time.

**Section 10.02 Limitation on Committee Powers.** Each committee shall have any authority provided to it by resolution of the Board, to the extent such authority is permitted by law. Notwithstanding the foregoing, no committee shall have the power to: (1) authorize distributions; (2) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the assets of the Corporation; (3) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or (4) adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

**Section 10.03 Public Notice of Regular Committee Meetings.** Each committee shall provide adequate notice of all regular meetings of such Committee at least twenty-four (24) hours in advance of any such meeting, by: (1) posting the notice on the Corporation's website and Facebook page; (2) distributing the notice via email to all community members (including, without limitation, all parents, guardians, and staff); and (3) by visibly posting the notice in the school's front office.

**Section 10.04 Public Posting of Agendas.** Committee meeting agendas shall be posted on the Corporation's website and physically at the meeting site as soon as reasonably possible prior to any committee meeting. Additionally, as soon as reasonably possible, agendas are available upon request at the school lobby.

**Section 10.05 Public Access to Board Minutes.** Each committee shall keep the minutes from all such committee's meetings on file at the principal office of the Corporation and shall make these records available for review by community members by promptly posting them on the Corporation's website, on the Corporation's Facebook page, and in the resource center for parents at the Corporation's principal office. A summary of the subjects acted on and those members of the committee present at each committee meeting are also posted on the Corporation's website within two business days of the conclusion of each meeting, pursuant to the provisions of O.C.G.A. § 50-18-70 et seq.

## **Article XI. Seal**

**Section 11.01 Composition and Purpose.** The seal of the Corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signatures of the Chair and Secretary of TCAAD followed by the “SEAL” enclosed in parentheses or scroll shall be deemed the seal of the school. The Secretary shall be in charge of the seal and the Secretary shall affix the seal on all corporate papers where necessary or appropriate.

## **Article XII. Amendments**

**Section 12.01 Amendments.** The Articles of Incorporation and these Bylaws may each be amended by a vote of a two-third majority vote of the Board at any Regular Meeting or Special Meeting where a quorum is present, except that Section 4.05 of these Bylaws may be amended only by a unanimous vote of the Board.

## **Article XIII. Indemnification**

**Section 13.01 Indemnification Generally.** Upon the determination by the Board that indemnification is proper under section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code, the Corporation shall indemnify any agent of the corporation who was or is a party, or threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding brought to procure judgment against him/her and arising out of the agent’s obligations to the Corporation, in serving its mission. Expenses to be indemnified include attorneys’ fees, judgments, fines, and amounts paid in settlement actually and reasonable incurred by the agent in connection with such action, suit, or proceeding, to the maximum extent allowed by the Georgia Nonprofit Corporation Code. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the school in advance of final disposition of such action, suit, or proceeding upon receipt of an agreement by or on behalf of the agent to repay such amount if it shall ultimately be determine that he or she is not entitled to be indemnified by the Corporation. There will be NO such indemnification in the case where said person/s acted with gross negligence and/or without the consent and/or approval of the Board.

**Section 13.02 Notice Required for Indemnification.** In order to obtain indemnification under section 14.01 of these Bylaws, the person(s) seeking indemnification shall request such indemnification of the corporation by notifying the corporation of the following:

- (i) The substance and amount of the claim or claims alleged against him or her;
- (ii) The forum in which such claims have been asserted;
- (iii) The dates or dates upon which such claims were asserted;
- (iv) The defenses made or intended to be made to such claims;
- (v) The current status of such claims;
- (vi) The date upon which, or the period upon which, resolution can reasonably be expected; and
- (vii) The anticipated amounts or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Within sixty (60) days, of its receipt of such notice, the Corporation shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided in 14-3 - 850 et seq., of the Georgia Nonprofit Corporation Code. If the Corporation fails to take such action, the person indemnified may call a special meeting of the members of the Board of the Corporation at the principal office of the Corporation. Notice of the Special Meeting shall be given, and the Special Meeting shall be conducted in accordance with Article Five of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the Corporation requesting indemnification with his or her notice to the Directors of the Special Meetings.

**Section 13.03**        **Expenses or Other Amounts.** If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members of the Board or by an insurance carrier pursuant to insurance maintained by the Corporation or the DeKalb County Board of Education, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payments, and in any event, within fifteen (15) months from the date of such payment, the Corporation shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation code, send to the Directors a statement specifying the persons aid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

**Section 13.04**    **Merger or Consolidation.** For purposes of this Article Fourteen, and with respect to any merger or consolidation involving the Corporation, references to “the Corporation” shall include, in addition to the surviving or new school, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidation corporation) absorbed in a merger or consolidation, so that any person who is or was a member of the Board, Officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as a member of the Board, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under Section 14.01 of these Bylaws with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

**Section 13.05**    **Indemnification Obligation Continues Beyond Board Term.** The indemnification and advancement of expenses provided by or granted pursuant to this Article Fourteen shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member of the Board, officer, employee or agent and shall insure to the benefit of the heirs, executors, and administrators of such person.

**Section 13.06**    **Indemnification Not Exclusive Right.** The right of indemnification provided in this Article Fourteen shall not be exclusive of any rights to which any member of the Board, Officer, employee or agent of the Corporation may now or hereafter become entitled apart from this Article.

**Section 13.07**    **Repeal or Modification of this Article.** Any repeal or modification of this Article Fourteen or any applicable provision of the law of Georgia shall not affect the Corporation’s rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

**Section 13.08**    **Insurance.** If the Corporation or the DeKalb County Board of Education purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to

this Article Fourteen, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

#### **Article XIV. Conflict of Interest**

**Section 14.01 Conflict Defined.** An “Interested Person” includes: any director, Officer, or member of a committee with Board-delegated powers. A conflict of interest may exist when the interests or activities of any Interested Person may be seen as competing with the interests or activities of the Corporation, or the Interested Person derives a direct or indirect financial or other material gain (as defined further in the Board Conflict of Interest Policy) as a result of a direct or indirect relationship. In all matters in which a conflict of interest may exist, or has been identified, the Board shall act consistent with these Bylaws, and the Board Conflict of Interest Policy.

**Section 14.02 Disclosure Required.** Any Interested Person 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/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 that 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.

**Section 14.03 Abstinance from Vote.** If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on such contract or transaction (other than to present factual information or to respond to questions prior to the discussion).

**Section 14.04 Absence from Discussion.** Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or a committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

**Section 14.05 Minutes.** The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or committee, excluding the person concerning whose situation the doubt has arisen.

**Section 14.06 Violations of the Conflict of Interest Policy.** If the Board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 14.07 Annual Review.** A copy of this conflict of interest shall be furnished to each Director, Officer, and senior staff member who is presently serving the Corporation, or who may

hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Interested Persons. Any new Interested Person shall be advised of this policy upon undertaking the duties of such role, and shall execute the Corporation Conflict of Interest Policy.

## **Article XV. Dissolution of the Corporation**

**Section 15.01 Dissolution.** Upon dissolution or final liquidation of the Corporation, the Board shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of the remaining assets of the Corporation in accordance with its purposes or transfer such to any other organization organized and operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

## **Article XVI. Miscellaneous**

**Section 16.01 Books and Minutes.** TCAAD shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and committees. All books and records of TCAAD may be inspected by any Director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

**Section 16.02 Fiscal Year and Audit.** The fiscal year of the Corporation shall be July 1 to June 30th, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board, and a report of the review shall be made to the Board within ninety (90) days after the close of the fiscal year.

**Section 16.03 Designated Contributions.** The Officers of the Corporation may accept on its behalf, in accordance with policies and procedures set by the Board, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Corporation's Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the Corporation's exempt purposes.