

# **WESLEY INTERNATIONAL ACADEMY, INC.**

## **BYLAWS**

**Adopted and Amended September 16, 2014**

### **Section 1**

#### **GENERAL**

1.1 Name. The name of the corporation shall be **Wesley International Academy, Inc.**, hereinafter referred to as the “Corporation.”

1.2 Purpose. The Corporation was established as a non-profit corporation under the laws of the State of Georgia and is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (the “Code”). The express purpose of the Corporation is to organize and operate a charter school.

### **Section 2**

#### **OFFICES**

2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the State of Georgia.

2.2 Principal Office. The principal office of the Corporation shall be located at 211 Memorial Drive SE, Atlanta, GA 30312, or such place as shall be determined from time to time by its Board of Directors.

2.3 Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

### **Section 3**

#### **DIRECTORS**

3.1 Number and Qualification. The Board of Directors shall serve as the Board of Directors of the Corporation. The Board of Directors shall consist of not less than seven (7) and not more than thirteen (13) members, which number shall be fixed from time to time by the Board of Directors. Members shall be natural persons who are 18 years of age or older. Current employees of the charter school shall not be eligible to serve on the Board of Directors. At least one (1) member and not more than fifty percent (50%) of the Board of Directors shall be a parent/legal guardian of

student(s) currently enrolled in the charter school. More than 50% of the then current voting members must be present to constitute a quorum. However, in no case shall the number required for a quorum be less than three (3).

3.2 Appointment and Term of Office. The Board of Directors shall be divided into three classes of approximately equal size, with the term of approximately one third of Directors ending on the date of each annual meeting so that the offices of approximately one-third of the total number of Directors shall become vacant each year. Thereafter, Directors shall be elected for a term of three (3) years, unless the 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 majority of the Board of Directors, as further described in Section 3.5. A Director may serve up to two (2) consecutive full terms. If a Director is elected during a partial term, then such term shall not be considered a full term. An individual who has served up to two (2) consecutive terms as Director may not be eligible for another term until three (3) years have passed following the last day of the individual's preceding term as Director. At a time of increase of the total number of board members, the terms of the additional new board members may be staggered by establishing initial terms of 1, 2 or 3 years to maintain the pattern of approximately one third of board seats becoming vacant each year.

Thereafter, upon expiration of the terms of office of the initial Directors, successor Directors will be elected by at least two-thirds of the families of students then enrolled in the charter school and present to vote at such Director election meeting. At each annual meeting of the Board of Directors, the Board of Directors shall, by an affirmative vote of a majority of the members of the Board of Directors whose terms do not expire at such annual meeting, select a slate of nominees to be presented to the parents/legal guardians of all students then enrolled at the charter school for election at an open meeting. Prior to each annual meeting, the Board of Directors shall seek recommendations from interested constituents including parents/legal guardians, staff, community leaders, business partners, and the current Board members. When selecting a slate of nominees, particular consideration shall be given to individuals who the Board of Directors considers to be representative of the community(ies) to be served by the charter school and who have diverse backgrounds and qualifications, including without limitation experience/expertise in the areas of finance and/or accounting, business, education, law, and nonprofit or community leadership. Charter School parents/ legal guardians shall be provided with at least two (2) weeks prior notice of any such election. Election notices shall at a minimum be posted in the school building and delivered by electronic mail to the parent(s) or legal guardian of record of each enrolled student and shall include the date, time, and place of the meeting. Every family with one or more children enrolled in the charter school shall be entitled to cast one vote per open seat per family. Votes shall in all cases be cast by one custodial parent or legal guardian per family. The Board of Directors shall establish such additional procedures as it deems appropriate for the annual election of Directors to fill vacant seats on the Board.

3.3 Vacancy. Should a vacancy occur on the Board of Directors, the Board of Directors shall seek nominations from the remaining Directors, school staff, and the parents/legal guardians within thirty (30) days after the vacancy occurs. The Board will review all nominees and will present a suggested replacement to the parents/legal guardians for election at an open meeting within ninety (90) days after the vacancy occurs. Notwithstanding the above procedure, if the vacancy occurs within ninety (90) days of a regular Board election, the Board may decide to not

immediately replace that member and may fill that seat at the next regular Board election. A member elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

3.4 Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these bylaws.

3.5 Resignation or Removal. Any individual Director may resign at any time by delivering written notice to the Chair or Vice Chair of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officers, and the acceptance of the resignation shall not be necessary to make it effective; provided, however, that a Director who resigns may postpone the effectiveness of his resignation to a future date or to the occurrence of a future event specified in a written tender of resignation. A vacancy shall be deemed to exist at the time of such tender; and the Board of Directors may then or thereafter elect or appoint a successor to take office when the resignation, by its terms, becomes effective. Any Director may be removed for cause by a two-thirds majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Among other things, an unexcused absence from two (2) consecutive meetings or missing more than three (3) meetings in any calendar year shall constitute cause for removal of a Director.

3.6 Transactions with Interested Parties. A contract or other transaction between the Corporation and one or more of its Directors, officers, or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more Directors, officers, or family members thereof are also Interested Parties, or in which entity an Interested Party has a material financial interest -- shall be voidable at the sole election of the Corporation unless either of the following provisions is satisfied:

3.6.1 The Board of Directors in good faith authorized, approved, or ratified the transaction by the affirmative vote of a majority of the disinterested Directors, and with disclosure or knowledge of the material facts concerning the transaction and the Interested Parties' relationship or interest in the transaction; or

3.6.2 The transaction is fair to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors.

Joint or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction. At all times, any and all transactions entered into on behalf of the Corporation shall adhere to the Corporation's Conflict of Interest Policy.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or officers, as provided further in Section 8.4 of these Bylaws.

3.7 Compensation of Directors. Whether or not employed by the Corporation for other purposes, Directors and members of any committee of the Board of Directors shall serve in that capacity without compensation, but may be entitled to reimbursement for any reasonable expenses incurred in attending meetings. Any Director barred from receiving compensation under these provisions shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

3.8 Responsibilities of Directors. All members of the Board of Directors are responsible to ensure that the organization is faithful to the terms of its charter and is successful in meeting the mission of the school. All Directors are encouraged to contribute approximately 8-10 hours per month in such activities such as board meetings (2 hours), participate in a board committee (2 hours), reading material and meeting preparation (1 hour), attending events at the school (1 hour), assisting with fundraising, board development or other ambassador tasks (2 hours), and other related tasks typical of non-profit charter school Directors that from time to time may be determined by the Board. Incoming Directors will be required to sign a Board Member Agreement outlining more detailed obligations and responsibilities.

3.9 Enrollment of Children of Board Members. A student whose parent or guardian is or was a member of the Board of Directors shall be entitled to automatic enrollment to attend the school.

## **Section 4**

### **MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS**

4.1 Timing and Notice. The Board of Directors shall have regularly scheduled board meeting during the academic year, at a minimum once every two (2) months. Regular meetings of the board may be held without notice at such locations, dates and times as shall be determined by the Board of Directors. Special meetings of the board may be held upon actual notice to each Director or notice that is mailed or transmitted by facsimile or email, to each Director, at least two (2) days prior to the meeting. Notice of special meetings shall include the date, time, and place of the meeting. The order of business at all meetings shall be set by the Board Chair.

4.2 Annual Meeting. The annual meeting shall be held before the end of each fiscal year, June 30th (the date, time, and place to be fixed by the Board of Directors and notice given to all members, at least two (2) weeks in advance), for the purpose of electing officers, deciding upon a slate of members to present to the charter school parents/legal guardians for election, and for the transaction of such other business as may come before the meeting.

4.3 Waiver of Notice. Whenever any 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.

4.4 Quorum and Voting. A majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Any less number may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum. Each Director shall have one vote on each matter coming before the Board of Directors. Except for the appointment of the school Executive Director, the approval of the school budget, the selection and financing of the school facility, and the removal of a Director, all of which shall require the consent of two-thirds of the Board of Directors, and except as otherwise provided herein, the act of a majority of the Directors present and voting at a duly constituted meeting of the Board of Directors shall be the act of the Board.

4.5 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the Directors or committee members, as the case may be, and is filed with the minutes of proceedings of the board or the committee.

4.5 Participation by Alternative Means of Communication. Directors and members of any committee of the Board of Directors may participate in a meeting of the board or such committee by means of conference telephone or other communications mechanism whereby all persons participating in the meeting can contemporaneously and collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of conference telephone, email, or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person, and who participated by alternative communications.

4.6 Committees. The Board of Directors may appoint two (2) or more persons from among its own number to serve as special or standing committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board, except that in no event shall a committee:

- (1) fill vacancies of the Board or any of its committees; or
- (2) adopt, amend, or repeal the Articles of Incorporation or these bylaws.

All members of such committees shall serve at the pleasure of the Board of Directors. The delegation of authority to any committee shall not operate to relieve the Board or any Director from any responsibility imposed by law. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in rules that the Board subsequently adopts, a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the committee, and the act of a majority of the committee members present and voting at a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meetings of any committee of the Board of Directors shall be

established by the Board, or in the absence thereof, by the committee itself. All actions by a committee shall be reported to the Board of Directors at the meeting next succeeding such action. At its discretion each year, the Board may vote to create an Executive Committee composed of the Board Chair, Vice-Chair, Secretary, and Treasurer, with the authority to handle urgent or routine issues raised by the School Executive Director during the period between regular monthly Board meetings. All meetings and decisions of the Executive Committee must be reported to the Board of Directors at the next regular meeting and any actions taken may be overruled by simple majority vote of the full Board, except as otherwise required by these By-Laws. The Executive Committee is responsible to manage the Board nominating and selection process for adding new or replacement Directors. In addition to the Executive Committee, the Board will have other permanent committees; the entire list of permanent committees will be as follows:

1. Executive Committee
2. Academic Excellence Committee
3. Finance Committee
4. Fundraising Committee
5. Governance Committee

4.7 Advisory Groups. The Board of Directors or the chair of the Corporation may select and appoint individuals to serve on one or more advisory groups. Such individuals are not required to be Directors. An advisory group shall have no delegated or governance authority, but shall serve in a strictly advisory capacity to the Board of Directors and its committees. Any members of the advisory group may be removed by the Board or by the appointing authority whenever in their judgment the best interests of the Corporation shall be served by such removal.

## **Section 5**

### **OFFICERS**

5.1 Number and Positions. The officers of the Corporation shall be the chair, vice chair, secretary, and treasurer. The officers of the Corporation shall be elected by the Board of Directors, and shall report directly to the Board of Directors. The Board may also elect one or more assistant secretaries, and assistant treasurers. The Board may elect such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The selection of an officer shall not of itself create any contract rights in favor of the officer. Any two or more offices may be held by the same person, except the chair may not also hold another office.

5.2 Term of Office and Qualifications. The officers of the Corporation shall serve at the pleasure of the Board of Directors. Officers shall be elected by the Board of Directors at its annual meeting, and shall hold office for one-year terms or until their successors are chosen and qualify, or until death, resignation, or removal. In the case of absence or disability of an officer of the Corporation, or in any other case that the Board of Directors may deem sufficient reason

therefor, the Board may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

5.3 Resignation or Removal. Any officer may resign at any time by delivering written notice to the Board of Directors of the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is accepted by the Board of Directors. Any officer may be removed by the Board, whenever in its judgment the best interests of the Corporation would be served thereby, by a two-thirds majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Any such removal will be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event of such a vacancy, the vacancy may be filled temporarily by appointment by the chair until such time as the Board of Directors shall determine.

5.5 Chair. The chair shall preside at meetings of the Board of Directors; shall make reports to the Board; shall have the general powers and duties of management usually vested in the office of the chief executive and chair of a corporation; and shall have such other rights, duties, and powers as are authorized by the Board of Directors.

5.6 Vice Chair. If any vice chair is appointed, he or she shall, in the absence of the chair, perform the duties and exercise the powers of the chair, or such of them as may be so delegated, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

5.7 Secretary. The secretary, or an assistant secretary, shall attend all meetings of the Board of Directors and shall record the minutes of all proceedings, including all votes, in a book or database to be kept for that purpose, and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, such notice as is required of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by law, the Articles of Incorporation, these bylaws, or the Board of Directors. The secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it. When so affixed it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

5.8 Assistant Secretaries. If the Board of Directors elects to fill the position, the assistant secretary (or any of the assistant secretaries in order of their seniority) shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the Board of Directors shall prescribe.

5.9 Treasurer. Except as the Board of Directors may otherwise determine, the treasurer shall deliver all funds and securities of the Corporation which may come into the Corporation to such bank or trust company as the he or she may select as a depository, and shall keep full and accurate accounts of receipts and disbursements in books or databases belonging to the

Corporation. The treasurer shall disburse the funds of the Corporation to pay the obligations of the Corporation as properly made by officers of the Corporation or their properly-authorized agents, and as may otherwise be ordered by the Board of Directors. The treasurer shall take proper vouchers for such disbursements, and shall render to the Directors, at the regular meetings of the Board or whenever they may require it, an account of all transactions and of the financial condition of the Corporation. If required by the Board of Directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of this office, and for the restoration to the Corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the treasurer, belonging to the Corporation.

5.10 Assistant Treasurers. If the Board of Directors elects to fill the position, the assistant treasurer (or any of the assistant treasurers in the order of their seniority) shall in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer, and perform such other duties as the Board shall prescribe.

5.11 School Executive Director. The school Executive Director shall manage daily operations of the school; shall hire and supervise instructional and support staff; shall ensure that the charter contract goals are met; shall report at least quarterly to the Board of Directors on charter compliance and progress toward meeting goals; shall assist the Board chair with scheduling and setting agendas for Board of Directors meetings; shall facilitate and implement policies duly adopted by the Board of Directors; shall act as liaison between the school, the charter sponsor and the state department of education; and shall perform such other duties as the Board of Directors shall prescribe.

## **Section 6**

### **BOOKS AND RECORDS**

6.1 Records. The Corporation shall keep correct and complete books and records and records of its accounts and transactions, and minutes of the proceedings of its Board of Directors and any executive or other committee when exercising any of the powers of the Board of Directors.

6.2 Form. The books and records of the Corporation shall be in written form, electronic form, or in any other form which can be converted within a reasonable time into written form for visual inspection.

## **Section 7**

### **FISCAL MATTERS**

7.1 Deposits. The treasurer shall select banks, trust companies, or other depositories in which the funds of the Corporation not otherwise employed shall, from time to time, be deposited

to the credit of the Corporation. The treasurer shall report said selections to the chair and the Board of Directors.

7.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by the treasurer or other such person or persons as the Board of Directors may from time to time designate.

7.3 Fiscal Years. The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on July 1 and shall terminate on the following June 30.

7.4 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan, including reasonable interest until it is repaid.

7.5 Contracts. The Board of Directors may authorize any officer or officers, agent or agents 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 of and 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 or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

7.6 Partnerships and Joint Ventures. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any partnerships or joint ventures that the Board determines will advance the purposes and goals of the Corporation as described in the Articles of Incorporation or standing policies of the Board.

7.7 Gifts and Contributions. The Board of Directors or, by delegation, any officer, may accept on behalf of the Corporation any contribution, gift, or bequest for the general purpose or for any special purpose of the Corporation.

7.8 Endowments. Any endowments for the general purposes or for any special purpose of the Corporation shall be approved by the Board of Directors.

7.9 Seal. The Corporation may have a seal consisting of two concentric circles, between which shall be inscribed the name of the Corporation, and in the center of which shall be inscribed the year of its organization and the words "Corporate Seal, State of Georgia." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.

## **Section 8**

### **INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to the fullest extent permitted by law.

The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification of its Directors and officers in the manner provided by law; and (b) its Directors and officers to the extent permitted under law.

## **Section 9**

### **AMENDMENTS**

The Articles of Incorporation and these bylaws may be amended by the affirmative vote of a two-thirds majority of the Directors then in office at any meeting of the Board of Directors, provided that the Directors shall be provided with at least two (2) days prior notice that an amendment will be brought to a vote, which notice shall include a draft of the proposed amendment, and that no such amendment shall authorize the Board of Directors or the officers of the Corporation to conduct the affairs of the Corporation in any manner of for any purpose contrary to the provisions of Section 501(c)(3) of the Code.