

BYLAWS
of the
SUSIE KING TAYLOR COMMUNITY SCHOOL, INC.

Adopted by Governing Board February 13, 2019

Article 1. Name

The name of the corporation is Susie King Taylor Community School, Inc.

Article 2. Purpose and Mission of the Corporation

Section 1. Purpose

The corporation is organized, and will be operated, exclusively for charitable, literary, educational, 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 organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Mission

Susie King Taylor Community School (SKTCS) seeks to cultivate a vibrant, academically challenging learning community that celebrates each individual's gifts and instills in students a sense of stewardship as members of the Savannah community and as citizens of the world. Through experiential learning that emphasizes both quiet reflection and group collaboration, we empower students to critically examine the world and to activate their capacity for creating lasting positive change.

Section 3: Non-discrimination

Non-discrimination. The corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring and other employment practices of the school. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Georgia.

Article 3. Officers, Administration, and Executive Committee of the Corporation

Section 1. Executive Committee Personnel and Term

The officers of SKTCS shall consist of a Clerk, Secretary, and Treasurer. The administration of SKTCS shall include the School Director who shall attend the Executive Committee and serve as ex-officio at the Governing Board meetings.

The term of each officer shall be for one year, except as otherwise may be provided in these Bylaws (see Article 3, Section 6). The term of each administrator shall be defined by contract and applicable regulations.

Section 2. Executive Committee Purpose

The Executive Committee is clerked by the Governing Board Clerk. Its sole responsibility is to act on behalf of the board on urgent issues Board Clerk, Secretary, Treasurer, Governance Committee Clerk, Student Success Clerk, Development Clerk and the School Leader, who serves ex-officio. Executive Committee's authority does not include:

- Dissolving the institution
- Firing school employees

- Amending the bylaws
- Approving or changing the budget

Section 3. Duties of Officers

The powers and duties of the officers shall be as follows:

A. Clerk

The Clerk shall be the chief executive officer of the corporation and shall have general and active management of the operation of the corporation. The Clerk shall be responsible for overseeing the administration of the school, including general implementation of the policies and management of the financial affairs of the corporation. The Clerk shall be chair of the Executive Committee, shall preside at meetings of the Governing Board, and shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governing Board. With the exception of the founding Clerk, the Clerk shall not be a parent of a current student.

C. Secretary

The Secretary shall be responsible for the official records of the Governing Board, including preparation of meeting minutes for approval in advance of each Governing Board meeting. The Secretary shall preside over the Executive Committee and Governing Board meetings in the absence of the Clerk. The Secretary shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governing Board.

D. Treasurer

The Treasurer shall oversee the management of the financial affairs of the corporation and shall have the responsibility to recommend actions concerning the corporation's financial affairs to the Clerk, Administrators, and Governing Board. The Treasurer shall be responsible for managing budgets, strategies, operations and policies related to the treasury function, including cash management, financial reporting, P&L, Balance Sheet, and asset management payment processing. The Treasurer shall ensure that all records are maintained accurately by SKTCS's accounts managers and bookkeepers and filed in accordance with generally accepted accounting principles suitable for nonprofit operation. The Treasurer or a designated party by the Treasurer shall present a financial report at each Governing Board meeting. 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 all financial matters relating to the management and operation of the corporation's assets. The Treasurer shall be responsible for assisting with the preparation of an annual report and have the accounting records audited as needed by a certified public accountant to validate financial performance and compliance. The Treasurer is responsible for making sure that the school complies with local, state, and federal financial guidelines and shall file the school's income tax forms. The Treasurer shall be the keeper of the corporation's seal. The Treasurer is the head of the Finance Committee. The Treasurer shall be a member of the Executive Committee and shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governing Board. The Treasurer should not obligate the schools officers to contracts that require personal guarantees by the board or school employees.

Section 4. Duties of Administrators

A. School Director (ex-officio)

The School Director shall provide the operational and administrative leadership necessary to ensure the success of the school, including primary responsibility for safety, achievement and financial performance. The School Director is the overall leader of the school and will be held accountable for the continuous improvement of the school and its staff and for increased student achievement.

Section 5. Nomination

The officers shall be nominated by the Nominating Taskgroup and shall be confirmed by the Board. The Nominating Taskgroup shall be constituted by the Governing Board. The officers shall assume their duties at the July Board meeting.

Section 6. Vacancies and Removals.

A vacancy in any office shall be filled by a Governing Board member. The Governing Board shall solicit and receive proposals for replacement officers, but the Governing Board is authorized to set a minimum time in which to receive the proposed replacements when the Governing Board judges that early action is needed. The Governing Board may reject the proposed replacements and may call for additional names as replacements. The Nominating Taskgroup may recommend that the proposed replacements continue in these offices the following year, but such recommendations are subject to Governing Board approval.

Whenever, in the judgment of the Governing Board, the best interests of the organization will be served, any officer may be removed from office at a meeting with respect to which notice of such purpose is given, a quorum is present, and there is unity in the decision by the remaining Governing Board members.

Section 7. Compensation of Officers and Administrators

The officers shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by an officer in furtherance of the corporation's purposes. Administrator compensation shall be established by contract and applicable regulations.

Article 4. Governing Board

Section 1. Personnel and Terms

The Governing Board consists of a minimum of nine and a maximum of eleven members. The members shall consist of: (a) two members who are parents of children who attend SKTCS and (b) nine members of the community at-large who are not employed by the school, and then the ex-officio member is the School Director.

The term of the School Director's function with the Governing Board shall coincide with his/her contract of employment. The term of each parent member of the Governing Board shall be two years unless reappointed, except as otherwise indicated below. The term of each community member-at-large of the Governing Board shall be two years unless reappointed. All Governing Board members may serve more than one term. The three officers of the corporation must be members of the Governing Board.

Parent members will be nominated by the Nomination Taskgroup of the Governing board in even numbered years, with the other parent member will be nominated in odd numbered years.

In the event that a Governing Board member is the parent of an eighth-grade student at the school, will not have children attending the school in the subsequent year, and is in the first year of his/her term as a parent representative, he/she may serve his or her term as Governing Board member as a community member at-large representative. In this event, an eligible parent shall be nominated to fill the unexpired parent representative position.

Section 2. Duties and Responsibilities

The affairs of the corporation shall be controlled and administered by the Governing Board. The Governing Board shall have complete responsibility for managing the school, subject to the management and control of the Savannah Chatham County Board of Education as provided in the Charter and in a manner consistent with the Constitution. The duties of the Governing Board of the corporation shall be to: (a) serve as the policy-making body of the corporation within the limitations of the Charter and consistent with federal and state law, (b) set goals for the current fiscal year and long-range plans and goals for future development, and (c) establish, and nominate clerks of, various committees the Governing Board may find useful.

Each Governing Board member is responsible for attending all board meetings, an annual retreat when offered, and all board training sessions. Governing Board members are also responsible for serving as a member of or as liaison to a committee or taskgroup when requested by board action.

Governing Board members will initiate requests and questions to school employees concerning school management and operations through the School Director except for the following circumstances: (a) when exercising a role authorized by the Bylaws and/or by Governing Board approval of a committee or taskgroup function (e.g., Art. 3, Sec. 3., Officers Duties), or (b) when a parent member of the Governing Board seeks information and/or some consideration bearing upon his or her child's situation at the school.

Section 3. Conflict of Interest

Governing Board members are obligated to disclose any potential conflict of interest to the board. Further, Governing Board members shall abstain from official board considerations and actions in which they have a conflict of interest. If there is a question regarding such a potential conflict of interest, then the issue must be presented to the Governing Board for determination of whether a conflict is present.

Section 4. Nomination

The Nominating Taskgroup and the Governing Board shall implement the process of securing board members in a manner that ensures that three of the board members are the three officers of the corporation. The Nominating Taskgroup will bring names of parents and community members to the Governing Board who will confirm the board membership at the June meeting, and these members will begin their terms of service at the July Governing Board meeting. The Governing Board will nominate the parent representatives. The 2017 parent nominations will have one candidate eligible for a one-year term and one candidate eligible for a two-year term. At the end of the 2017-2018 school year, the members who served a one-year term may opt for an additional two-year term. This and all subsequent nominations of parent representatives shall be for two-year terms.

Section 5. Vacancies and Removals

In the event of the resignation, death, or removal from the Governing Board of a parent member, parent volunteers to serve the remainder of the term will be asked to apply, and a volunteer will be recommended by the Nominating Taskgroup and confirmed by the Governing Board. The community members who leave the board shall be replaced by Governing Board nominations.

Whenever, in the judgment of the Governing Board, the best interests of the organization will be served, any board member may be removed from office at a meeting with respect to which notice of such purpose is given, a quorum is present, and there is unity in the decision by the remaining Governing Board members. In case of the resignation or removal of board members, other than officers, the new

board member will be installed for the remainder of the original term of the original member. The terms for replacement officers are treated in Article 3, Section 6.

Section 6. Meetings

The Governing Board of the corporation shall meet at least once a month to, among other things, discuss the operation of the school, hear reports and updates from school administration and board members, consider and adopt policies, and address requests and concerns from parents, students, and teachers. Additional meetings may be called at the discretion of the Clerk and shall be called upon written request of three members of the Governing Board with at least five days' notice. Notice of any special meeting of the board shall state the purpose or purposes for which the meeting is called. All Governing Board members are required to attend board meetings. If a board member must be excused from a meeting, the Clerk must receive 24-hours' notice. After two unexcused absences, a Governing Board member could be asked to resign or be removed from the board. The Clerk shall preside at all Governing Board meetings.

Section 7. Quorum

At all meetings of the Governing Board, the majority of the board shall constitute a quorum for the transaction of business.

Section 8. Board Action By Unity of The Governing Board

Decisions will be made using the following procedure: a board member proposes an action, board discusses such action, and board finds unity in taking the action following the quorum requirements. If unity cannot be found, the action may not move forward. Board members may choose to stand aside and let the action move forward. Any board members who choose to stand aside will be recorded in the minutes. Every act or decision done or made by the Governing Board members present at a meeting duly held at which a quorum is present is the act of the Governing Board.

Section 9. Compensation

The members of the Governing Board shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of pocket expenses incurred by the board members in furtherance of the corporation's purposes.

Article 5. Committees

Section 1. Purpose and Selection

All committees represent and implement activities related to the continuing mission of the SKTCS. Standing and special committees of the Governing Board of the corporation, including their names, duties, and composition, may be created or dissolved by the Governing Board. The Governing Board shall nominate the clerk of any committee.

Members of any committee are obligated to disclose any potential conflict of interest. Further, committee members shall abstain from official committee considerations and action when the member has a conflict of interest relative to the business under consideration by the committee on which they serve. If there is a question regarding such a possible conflict of interest, then the issue will be referred to the Governing Board, which will decide whether a conflict is present.

Section 2. Standing Committees

Each standing committee shall have a Governing Board liaison, and such committee shall report directly to the board through this liaison. Standing committees shall include:

- i. Executive Committee
- ii. Governance Committee
- iii. Student Success Committee (once a quarter)
- iv. Finance Committee (once a month)

Section 3. Special Task Groups

Special task groups may be established by the Governing Board as needed.

Article 6. Seal

The seal of the corporation shall be in such form as the Governing Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the Clerk of the corporation followed by the word "SEAL" enclosed in parentheses or scroll, shall be deemed the seal of the corporation.

Article 7. Amendments

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended by a sense of the meeting of the members of the Governing Board present at any regular, annual, or special meeting where a quorum is present.

Section 2. Amendment of Bylaws

These Bylaws may be amended by the Governing Board present at any regular, annual, or special meeting where a quorum of the Governing Board is present. Notice of any amendments to the Bylaws shall be provided to the Savannah Chatham County Board of Education within fifteen (15) days of the enacting the amendment.

Article 8. Indemnification

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she or he may become involved by reason of her or his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her or his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.