

**By-Laws and Policies
Ethos Classical Charter School**

ARTICLE I

Name, Location, Mission and Objectives

Section 1: The name of the organization will be Ethos Classical Charter School (“Ethos Classical”).

Section 2: The principal location of Ethos Classical shall be at 675 Ponce de Leon Ave NE #640W Atlanta, GA 30308.

Ethos Classical may also have offices at such other places as the Board of Directors (Board) shall determine the business of Ethos Classical requires; provided, however, that the registered office be registered with the Secretary of State of Georgia and the agent so registered be located at the same address, or otherwise as provided by the Board of Directors.

Section 3: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

Members

Ethos Classical does not have members. While persons who associate or attend programs of, participate in, contribute to, or benefit from Ethos Classical may be referred to as “member,” no rights, voting or otherwise, will inure to such person.

ARTICLE III

Board of Directors

Section 1: The Board of Directors (“the Board”) shall consist of at least seven (7) Directors and no more than fifteen Directors (15). All Directors shall have identical rights and responsibilities. The Head of School will be an advisory, non-voting member of the Board (*ex officio*). The Board shall, or it may direct others to, conduct the activities and affairs of the Corporation. The Board shall exercise all corporate power unless delegated.

Section 2: Board members shall be sought who reflect the qualities and qualifications and diversity determined by the Board delineated in the Job Description of the Board of Directors.

Section 3: The Ethos Classical nominating committee, known as the Governance Committee, shall present a slate of potential Directors and officers for election by the Board of Directors. This slate shall be presented at the annual meeting of the Board.

Section 4: Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Director may not be reduced, except for cause as specified in the bylaws. No Director shall serve more than two (2) consecutive, three-year terms. Directors shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Board of Directors will serve staggered terms beginning on June 1, 2018. The initial Board shall consist of at least two Directors who will serve a one-year term (ending in Spring 2019), at least two Directors who will serve a two-year term (ending in Spring 2020), and at least two Directors will serve a three-year term (ending in Spring 2021).

Section 6: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7: A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 8: The Board may remove any Officer or Director by majority vote of the entire Board of Directors at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 9: Members of the Board of Directors:

- a. Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Ethos Classical activities in accordance with Ethos Classical Charter School policies.
- b. Shall serve Ethos Classical Charter School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Ethos Classical Charter School.
- c. All participants in Board work are bound by the Code of Conduct, Conflict of Interest and Confidentiality policy statements.
- d. Shall have no direct or indirect financial interest in the assets or leases of the Ethos Classical Charter School; any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Ethos Classical Charter School shall disclose this relationship to the Board and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE IV

Officers

Section 1: There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer. These Officers shall comprise the Executive Committee.

Section 2: The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board.

Section 3: The newly elected Officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A Director may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office.

Section 4: In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice- Chair, Secretary, or Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

ARTICLE V

Meetings

Section 1: The annual meeting of the Board of Directors shall occur in the last quarter of the fiscal year. There shall be at least 10 other regular meetings of the Board held each year. Notice shall be given to each Director thirty (30) days prior to the date of every regular meeting of the Board. Any written notice that is to be delivered to a director pursuant to these Bylaws may be delivered by electronic mail (e-mail). Notice to the public of annual and regular meetings shall be given in accordance with Section 8-44-103 of the Georgia Open Meeting Act.

Section 2: Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given each Director five (5) calendar days prior to the meeting. Notice to the public of special meetings shall be given in accordance with Section 50-14-1 of the Georgia Open Meeting Act. Emergency meetings may be called by the Chair or 20% of the directors with less than 24 hours notice only if an actual emergency exists which would not permit the meeting to be a Special Meeting. Notice to the public of such meetings shall be given in accordance with Section 50-14-1 of the Georgia Open Meeting Act.

Section 3: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws. A director is considered present if by use of any means of communication, all directors participating may simultaneously hear each other during the meeting.

Section 4: The Board shall select its own meeting format in any method allowed by the laws of the state of Georgia. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article V shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 5: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: For regularly scheduled meetings of the Board, members are expected to attend in person. Unless prohibited by law or by these bylaws, however, a member of the Board, under exceptional circumstances, and up to a maximum of three times per fiscal year, may participate in a meeting of the Board by conference video or similar communications equipment which enables all persons participating in the meeting to hear each other and which permits full compliance with the provisions of these bylaws concerning public observation of meetings. Attendance at a meeting by this method constitutes presence at the meeting. New

Board members must minimally attend the first three meetings in person. Board members may not miss more than two Board meetings per year. If a Board member misses more than two meetings, the Board Chair will meet with them to discuss their participation. If they are unable to fulfill their responsibilities, may be removed from the Board in accordance with Article III, Section 8.

Section 7. The Board may meet in an executive session during which all or part of the meeting is closed to the public for deliberation on certain matters as permitted by the Georgia Open Meetings Act, O.C.G.A. §§ 50-14-1, *et seq.*

ARTICLE VI

Committees and Task Forces

Section 1: A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees may be composed of Directors or community members, or both. The Board may prescribe the need and/or the composition of such committees.

- a. The Board will not delegate decision-making authority to any committee that includes a non-member of the Board.
- b. The majority of the voting members of any committee will constitute a quorum, and a committee's actions must be authorized by the affirmative vote of the majority of its voting members.
- c. Each committee will abide by the Georgia Open Meetings Act (O.C.G.A. 50-14-1, *et seq.*) and Georgia Open Records Act (O.C.G.A. 50-18-70, *et seq.*) as set forth in Board policy and guidance materials.
- d. The members of any committee may fix its rules of procedure so long as they are consistent with these Bylaws.
- e. Any member of a committee may be removed by a unanimous vote of all other members of the pertinent committee.

Section 2: There shall be a standing nominating committee, known as the Governance Committee. In the first year of authorization (2018-19), this committee shall be composed of the elected officers of the Board (the Executive Committee). Thereafter, this committee shall be composed of at least three (3) persons elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair.

Section 3: The duties of the Governance Committee shall be:

- a. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Director positions on the Board;
- b. to present a slate of nominees for Officers to the Board for election at the annual meeting;
- c. to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
- d. to provide ongoing orientation to Directors;
- e. to oversee a Director assessment process to ensure optimum performance; and

ARTICLE VII

Fiscal Year

The fiscal year of the Ethos Classical Charter School shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE VIII

Rules of Order

In case of conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Ethos Classical Charter School.

ARTICLE IX

Section 1. These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

Section 2. Ethos Classical Charter School shall keep at its principal office, or such other location as designated by the Board:

- Articles of Incorporation and Bylaws as amended to date
- Minutes of all meetings of the Board and Governance Committee
- Books and records of all financial accounts
- A list of the names and business or home addresses of its current Board
- Copies of the annual financial statements and annual audits (State and Federal) for the three most recent years
- Copies of the federal, state, and local tax records and reports for the three most recent years
- Copies of the most recent annual report delivered to the Secretary of State of Georgia
- Copies of federal and state tax exemption materials and any other document or information necessary to the maintenance and operation of Ethos Classical Charter School.
- Copies of all public records as required by O.C.G.A. §§ 50-18-70, *et seq.*

Section 3. Each Director, or designated agent of such Director, shall have the right during regular business hours to inspect, copy and make extracts of all books, records and documents of every kind of Ethos Classical Charter School. The public has the right to inspect any public record in accordance with the Georgia Open Records Act, O.C.G.A. §§ 50-18-70, *et seq.* during usual business hours subject to the requirements of the Family Educational Rights and Privacy Act of 1974.