

# **FRAYSER COMMUNITY SCHOOLS BYLAWS**

## **I. Nonprofit Purposes**

### **A. Internal Revenue Code Section 501(c)(3) Purposes**

This corporation is organized and operated exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **B. Specific Objectives and Purposes**

The corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the following specific purposes:

1. to operate, advise, and support public charter schools in the state of Tennessee; and
2. to engage in any business permitted under the laws of the State of Tennessee.

## **II. Board of Directors**

Frayser Community Schools will be governed by a Board of Directors (hereinafter "Board"). The rules of governance will be consistent with the By-laws as stated in this constitution.

### **A. Powers**

The Board shall conduct or direct the affairs of Frayser Community Schools and exercise its powers, subject to the limitations of the Tennessee Nonprofit Corporation Act, the Articles of Incorporation, and the By-laws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction. Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these By-laws, and the following specific powers:

1. To elect and remove Directors
2. To select and remove officers, agents, and employees of Frayser Community Schools; to prescribe powers and duties for them; and to fix their compensation
3. To conduct, manage, and control the affairs and activities of Frayser Community Schools, and to make rules and regulations
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of Frayser Community Schools
5. To carry on a business that will result in revenue and to apply any revenue that results from the business activity to any activity that will fulfill the mission of Frayser Community Schools
6. To act as Director under any trust incidental to the Frayser Community Schools' purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust
7. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property
8. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities
9. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Tennessee Nonprofit Corporation Act and the limitations noted in these By-laws.

### **B. Number of Directors**

The number of Directors of the Frayser Community Schools shall be not less than 7 or more than 15.

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## C. Interested Persons

Not more than 49% of the persons serving on the Board may be interested persons. See Section III, part A of these By-laws for a definition of an “interested person.”

## D. Election of Directors

### 1. Election.

The Frayser Community Schools Executive Director shall automatically be an ex officio Director serving on the Board of Directors; and will serve in an advisory capacity and shall not have a vote. The Board shall elect the remaining Directors by the vote of a majority of the Directors then in office, whether or not the number of Directors in office is sufficient to constitute a quorum, or by the sole remaining Director.

### 2. Eligibility.

The Board may elect any person who in its discretion it believes will serve the interests of Frayser Community Schools faithfully and effectively. In addition to other candidates, the Board will consider the following nominees:

- a. A parent of an active Frayser Community Schools student ("Parent Representative")
- b. Following the graduation of the initial class, an alumna or alumnus of Frayser Community Schools
- c. Diverse members of the community

### 3. Term of Office

- a. Three of the initial Directors will serve a three-year term and three will serve a two-year term, except the term of any Director who is the parent or alumni shall be two years. Thereafter, all members of the Board will be elected by the Board of Directors.
- b. The terms of board members will be staggered. All board members' terms will be for three years.
- c. No Director, other than a Director serving as a corporate officer or the Frayser Community Schools Executive Director, may serve for more than six (6) consecutive years.
- d. The term of office of a Director elected to fill a vacancy in these by-laws begins on the date of the Director's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Director, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.
- e. A Director's term of office shall not be shortened by any reduction in the number of Directors resulting from amendment of the Articles of Incorporation or the By-laws or other Board action.
- f. The Directors shall each serve until the later of June 30 of the final year of their term, or the date of his or her successor is elected. A term may not exceed three (3) years. A Director may choose and be elected to serve another term and may not serve more than two consecutive terms

### 4. Time of Elections

The Board shall elect Directors whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

## E. Standard of Care

### 1. Performance of Duties

Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in Frayser Community Schools' best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

### 2. Reliance on Others

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:

- a. One or more officers or employees of Frayser Community Schools whom the Director believes to be reliable and competent in the matters presented
- b. Legal counsel, independent accountants, or other persons as to matters that the Board believes are within that person's professional or expert competence

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- c. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted
3. Investments  
In investing and dealing with all assets held by Frayser Community Schools for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to Frayser Community Schools.

### **F. Removal of Directors**

The Board may remove by a majority vote a Director with or without cause as provided by the Tennessee Nonprofit Corporation Act. The Board may remove any Director who:

1. Has failed to attend two or more of the Board's Regular Meetings in any calendar year
2. Has been declared of unsound mind by a final order of court
3. Has been convicted of a felony
4. Has been found by a final order or judgment of any court to have breached any duty imposed by the Tennessee Nonprofit Corporation Act
5. For such other good causes as the Board may determine

### **G. Resignation by Directors**

A Director may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. A Director may not resign if the Director's resignation would leave Frayser Community Schools without a duly elected Director in charge of its affairs.

### **H. Vacancies**

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these By-laws, or upon a Director's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Directors.

### **I. Compensation of Directors**

Directors shall serve without compensation. The exception is that the Executive Director of Frayser Community Schools, a Director who serves in an advisory capacity on the Board as an ex-officio member without a vote may be compensated by the Corporation. His or her salary and benefits will be determined by the Board of Directors according to reasonable standards for such a position.

The Board may approve reimbursement of a Director's actual and necessary expenses while conducting Frayser Community Schools business.

### **J. Nonliability of Directors**

The Directors shall not be personally liable for Frayser Community Schools' debts, liabilities, or other obligations.

### **K. Indemnification by Corporation of Directors and Officers**

The Directors and officers of Frayser Community Schools shall be indemnified by the corporation to the fullest extent permissible under the laws of Tennessee.

### **L. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status

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as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these By-laws, or provisions of law.

## III. Conflict of Interest Policy

The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation.

### A. Interested Person

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which the Corporation is a part, he or she is an interested person with respect to all entities of the corporation.

### B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
2. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under part D of this Section, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

### C. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### D. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion and/or presentation with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists by a majority vote.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether it is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

### E. Violations of the Conflicts of Interest Policy

If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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 response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict

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of interest, it shall take appropriate disciplinary and corrective action.

## **F. Recording Conflicts of Interest**

The minutes of the board and all committee with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

## **G. Annual statement**

Each director, principal officer, and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **IV. Meetings of the Board**

### **A. Place of Meetings**

Board Meetings shall be held at a Frayser Community School site, or at the registered corporate office of Frayser Community Schools, or any other reasonably convenient place as the Board may designate.

### **B. Annual Meetings**

An Annual Meeting shall be designated by the board for the purpose of electing Directors, making, and receiving reports on Frayser Community Schools affairs, and transacting other business as comes before the meeting.

### **C. Regular Meetings**

Regular Meetings shall be held at various times within the year as the Board determines. Any such regular meeting previously scheduled by board statute, ordinance, or resolution shall give adequate public notice of such meeting [TN Code Annotated 49-13-111(h)].

### **D. Special Meetings**

A Special Meeting shall be held at any time called by the Chair of the Board or by any five Directors. Any such special meeting not previously scheduled by statute, ordinance, or resolution, or for which notice is not already provided by law, shall give adequate public notice of such meeting [TN Code Annotated 8-44-103(b)].

### **E. Adjournment**

A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these By- laws.

### **F. Notices**

Notices of Board Meetings shall be given as follows:

1. Annual Meetings and Regular Meetings may be held without notice if the By-laws or the Board fix the time and place of such meetings.

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2. Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or e-mail. Notices will be deemed given when deposited in the United State mail, addressed to the recipient at the address shown for the recipient in the corporation's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Director of to a person whom it is reasonably believed will communicate it promptly to the Director.

## **V. Action by the Board**

### **A. Quorum**

A quorum consists of 51% of the fixed number of Directors.

### **B. Action by the Board**

1. Actions Taken at Board Meetings  
The actions done and decisions made by a majority of the Directors present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for purposes of electing Directors, appointing committees and delegating authority thereto, or amending the Frayser Community Schools' By-laws, where the action of a majority of Directors then in office is required as set out in these By-laws. The Board may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required.
2. Actions by proxy not permitted  
Proxy voting by Directors is not allowed.
3. Actions without a Meeting  
The Board may take any required or permitted action without a meeting if all the Directors individually or collectively consent in writing to the taking of that action. Such consent shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the Board proceedings.
4. Board Meeting by Conference Telephone  
Directors may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can simultaneously hear one another and be able to speak to one another [TN Code Annotated 8-44-108(c)(3)]. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

### **C. Committees**

1. Appointment of Standing Committees  
The Board may maintain such standing committees as it may determine from time to time to be necessary or desirable for its proper functioning. A Board Standing Committee will consist of not less than two Directors, who shall serve at the pleasure of the Board, shall have charge of such duties as may be assigned to them by the Board, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board, which shall ratify the actions of each committee. The Executive Director of Frayser Community Schools shall serve on each committee as an ex-officio member. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the committee.
2. Authority of Board Committees  
The Board may delegate to a Board committee any of the authority of the Board, except with respect to:
  - a. The election of Directors
  - b. Filling vacancies on the Board or any committee which has the authority of the Board
  - c. The amendment or repeal of any Board resolution
  - d. The amendment or repeal of By-laws or the adoption of new By-laws

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### **3. Procedures of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these By-laws concerning meetings of the Board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of directors or by the committee. The Board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

### **D. Rights of Inspection**

Every Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.

### **E. Participation in Discussions and Voting**

Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below:

1. Any Director shall be excused from the discussion and vote on any matter involving: (a) a self- dealing transaction; (b) a conflict of interest, (c) indemnification of that Director; or (d) any other matter at the discretion of a majority of the Directors then present.

### **F. Duty to Maintain Board Confidences**

Every Director has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Director violating this confidence may be removed from the Board.

## **VI. Officers**

### **A. Designation of Officers**

The officers of Frayser Community Schools will consist of Chair, Vice Chair, Secretary and Treasurer. Frayser Community Schools also may have such other officers as the Board deems advisable.

1. Chair: Subject to Board control, the Chair has general supervision, direction, and control of the affairs of Frayser Community Schools, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.
2. Vice Chair: If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
3. Secretary: The Secretary shall: (a) keep or cause to be kept, at Frayser Community School's Executive Director office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of Frayser Community Schools' Articles of Incorporation and By-laws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the By-laws; and (d) have such other powers and perform such other duties as the Board may prescribe.
4. Treasurer: The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of Frayser

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Community Schools' properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Director; (c) deposit or cause to be deposited Frayser Community Schools' monies and other valuables in Frayser Community Schools' name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed Frayser Community Schools' funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once per quarter every fiscal year, an account of Frayser Community School's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

### **B. Election, Eligibility and Term of Office**

#### **1. Election**

The Board shall elect the officers annually at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

#### **2. Eligibility**

A Director may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.

#### **3. Term of Office**

Each officer serves at the pleasure of the Board for a one-year term, holding office until resignation, removal, or disqualification from service, or until his or her successor is elected.

### **C. Removal and Resignation**

The Board may remove any officer, with or without cause, at any time. Such removal by majority vote shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to Frayser Community Schools, the resignation taking effect on receipt of the notice or later of specified in the notice.

### **D. Vacancies**

A vacancy in any office, because of death, resignation, removal, disqualifications, or otherwise may be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

### **E. Executive Director**

In addition to the officers described herein, the Corporation shall at all times have an Executive Director, who shall be an employee of the Corporation, shall serve at the pleasure of the Board, shall report directly to the Board, and shall not be subject to the limitations set forth for board officers. The Executive Director shall be responsible for the day-to-day operations of the Corporation. The Executive Director shall perform such other duties as may from time to time be prescribed by the Board. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors. At each meeting of the Board of Directors, the Executive Director shall report to the Board on the operations of the Corporation for which he or she has direct responsibility.

## **VII. Other Provisions**

### **A. Fiscal Year**

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

### **B. Checks and Notes**

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Frayser Community Schools may be signed by the Chair, Treasurer, or Frayser Community Schools Executive Director.



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### **C. Interpretation of Charter**

Whenever any provisions of these By-laws are in conflict with the provisions of the Charter, the provisions of these By-laws control.

## **IX. IRC 501(c)(3) Tax Exemption Provisions**

### **A. Limitations on Activities**

No substantial part of the activities of Frayser Community Schools shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and Frayser Community Schools shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By-laws, Frayser Community Schools shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **B. Prohibition against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that Frayser Community Schools shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **C. Distribution of Assets**

Upon the dissolution or winding up of Frayser Community Schools, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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.

## **X. Amendment**

A majority of the Directors may adopt, amend or repeal these By-laws.

## **XI. Dissolution**

In the event Frayser Community Schools should cease operations for whatever reason, including the non-renewal or revocation of its charter, it is agreed that the chartering authority [as defined in T.C.A. 49-13-104(4)] shall supervise and have authority to conduct the winding up of the business and affairs of Frayser Community Schools; provided, however, that in doing so, the chartering authority does not assume any liability incurred by Frayser Community Schools beyond the funds allocated to it by the chartering authority under the charter agreement. The chartering authority hereunder shall include, but shall not be limited to, the return and disposition of any assets acquired by purchase or donation by Frayser Community Schools during the time of its existence.