



Area:	Governance
Section:	Bylaws
Date Approved:	2019/10/15
Date Revised:	2020/11/25; 2023/06/13

Bylaws

ARTICLE I

Name, Location, Mission and Objectives

Section 1: The name of the organization will be D.E.L.T.A. STEAM Academy, Inc.

Section 2: The principal location of D.E.L.T.A. STEAM Academy shall be 7131 Mt Vernon Road, Lithia Springs, GA 30122. D.E.L.T.A. STEAM Academy may also have offices at such other places as the Board of Directors (Board) shall determine the business of D.E.L.T.A. STEAM Academy 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

D.E.L.T.A. STEAM Academy does not have members. While persons who associate or attend programs of, participate in, contribute to, or benefit from D.E.L.T.A. STEAM Academy 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 eleven Directors (11). All Directors shall have identical rights and responsibilities. However their roles and duties may differ based on their Office or assignment. The School Leader will serve as a non-voting member of

the Board. The Board shall, or it may direct others to, advise or conduct the activities and affairs of the Corporation. The Board shall exercise all corporate power unless delegated.

Section 2: Board Directors 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: Appointment

Directors of the Board shall be appointed by receiving a majority vote of current Board Directors in good standing during a regular or special meeting.

The D.E.L.T.A. STEAM Academy 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 no later than the annual Board meeting occurring in March.

Section 4: Membership

Male, female, non-binary, or other sexually identified being may serve as a member of the Board of Directors. Per the Title VI federal civil rights law, D.E.L.T.A. STEAM ACADEMY does not discriminate based on a person's national origin, race, color, religion, disability, sex, and familial status.

- A. To maintain membership, a Director must be in good standing (“Good Standing”). Good Standing means that a Director must be Active and Financial
- B. An Active Director shall be required to participate in Board activities, including but not limited to, monthly Board meetings, work sessions, budget hearings, committee meetings, appropriate school functions, and local and state training. A Director who is not financial at any time during a School Year shall not be entitled to vote until they resume the status of being financial.
- C. Participation shall be defined as:
 - i. Attending seven (7) of ten (10) scheduled Board meetings in one school year.
 - ii. Service and active participation on one or more committees.
 - iii. Attending one state training as required by the Georgia State Charter School Commission in one school year.\
 - iv. Attending one informal school visit or school sponsored activity.
 - v. Attending one formal school visit.
 - vi. Financial is defined as being current on all Board dues, assessments, and fees within the current school year.
 - vii. An active Director will be required to live in the state of Georgia.
 - viii. The status of a Director in good standing terminates at the end of the school year.

Section 5: Term

- A. All Directors shall serve a term of three (3) school years from the date of their appointment. A school year is defined as the continuous months of June 1st – May 31st of the following year.
- B. After election, the term of a Director may not be reduced, except for cause as specified in the bylaws.
- C. No Director shall serve more than two (2) consecutive, three-year terms. Directors shall serve staggered terms to balance continuity with new perspective.
- D. A Director may elect to resign from the Board at their discretion.
- E. Upon the resignation of a Director, the remaining Directors of the Board will vote, during a regularly called or special called meeting, to absolve the resigning Director of further attendance or financial obligations. In the event a Director is not released of attendance or financial obligations, they must complete their term, in good standing, as detailed in Section 4 – Membership.
- F. Upon the death of a Director, their appointment will end immediately. The Director will be absolved of all further obligations to the Board. Said deceased Director shall be classified as having completed their tenure in good standing irrespective of their status.
- G. If a Director is unable to serve the remainder of their term due to physical inability, incapacitation, or

relocation, the Director must submit a formal resignation letter to the Board Chair. Acceptance of the resignation must be voted upon by the remaining Directors and the next called meeting.

Section 6: Rights and Privileges

All Board Directors, regardless of standing, shall have the right to:

- A. Attend and participate in all Board meetings
- B. Attend and participate in all Budget hearings
- C. Attend and participate in all work sessions
- D. Attend and participate in all committee meetings
- E. Attend and participate in all Board retreats
- F. Attend all authorized D.E.L.T.A. STEAM ACADEMY school activities
- G. Privilege to Chair a committee
- H. Privilege to serve on a committee
- I. Privilege to serve as an officer of the Board

Section 7: 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 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 be provided to the Officer or Director proposed for removal at least ten (10) 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 or required D.E.L.T.A. STEAM Academy activities in accordance with D.E.L.T.A. STEAM Academy policies.
- B. Shall serve D.E.L.T.A. STEAM Academy with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the D.E.L.T.A. STEAM Academy.
- 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 D.E.L.T.A. STEAM Academy; 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 D.E.L.T.A. STEAM Academy shall disclose this relationship to the Board and shall not participate in any vote taken with respect to such transactions or services.
- E. Shall be allowed to serve as a Board member and also be a parent of a currently enrolled student with the provision that only a specified number of positions can be held by current parents. This is as follows:
 - i. 6-7 Member Board: Max of 3 parents
 - ii. 8-9 Member Board: Max of 4 parents
 - iii. 10-11 Member Board: Max of 5 parents

Section 10: Individual Board Member Responsibilities

- A. Attend all board and committee meetings and functions, such as special events
- B. Be informed about the school's mission, services, policies, and programs
- C. Review agenda and supporting materials prior to board and committee meetings
- D. Serve on committees and offer to take on special assignments

- E. Make a personal financial contribution to the organization
- F. Inform others about the organization
- G. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- H. Keep up-to-date on developments impacting charter schools in Georgia and the local school District.
- I. Follow conflict-of-interest and confidentiality policies
- J. Refrain from making special requests of the staff
- K. Participate in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements

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. Their duties shall include but not be limited to:

A. Chair

- Serves as the official spokesperson for the Board of Directors
- Ensures that the board is functioning effectively and meeting high standards for effective governance
- Holds the board accountable for executing key board functions
- Facilitates all meetings of the board and other meetings or events as necessary
- Develops board meeting agendas in partnership with the school leader that reflect the school's and board's priorities, drive strategic conversation and decision making, and keep the board's work focused on the goals
- Makes sure that the board conducts a self-assessment each year and addresses areas for improvement
- Leads the discussion on planning board retreats
- Sets clear expectations for committee operations and communication with the board
- Holds committees accountable for achieving their annual goals
- Appoints committee and task force chairs, and assigns members to committees
- Builds a constructive, candid relationship with the school leader
- Participates in regularly scheduled check-ins with the school leader to discuss strategic issues, monitor progress toward goals, and identify opportunities where he/she/they need support from the board
- Guides the board through the process of hiring, evaluating, and supporting the school leader
- Serves as the main point of contact with the authorizer
- Ensures all board actions and board members meet and understand legal and ethical compliance standards
- Shares all relevant information from the authorizer with the full board
- Models effective networking with community members and stakeholders by serving as the board's ambassador
- Champions diversity and inclusion on the board
- Supports and recognizes board members who make positive contributions to the board
- Takes the lead in removing board members who are persistently disruptive or disengaged

B. Vice-Chair

- Serves as Chair of the Governance Committee
- Assumes responsibilities in the absence of the Board Chair
- Executes specific projects at the request of the board chair
- Helps the board chair develop and implement officer transition or succession plans
- Understands the responsibilities and duties of the board chair, and is ready and prepared to stand in for the board chair as needed
- Actively recruits new board members, and helps to retain current board members
- Provides leadership and direction to the board in concert with the board chair

- Ensures transparent communication between all board members
- C. Secretary
- Keeps accurate minutes for each board meeting
 - Shares minutes with the board in a timely fashion
 - Ensures that minutes are approved by the board in a recorded vote
 - Makes sure the board adheres to open meeting laws and other legal requirements
 - Assumes responsibilities of the chair in the absence of the board chair and vice chair
 - Provides notice of board and committee meetings to all board members
 - Keeps all legal and official documents up-to-date
 - Maintains the board's records and archives for future reference by board members, the authorizer, and others
- D. Treasurer
- Serves as the chair of the finance committee, and leads the committee in setting and meeting annual goals
 - Ensures that all members of the board fully comprehend the financial matters of the school and receive reliable and timely information regarding those matters
 - Works with the finance committee, school leader, and CFO in leading the development of an annual school budget and presenting the budget to the full board for approval
 - Understands financial accounting for nonprofit organizations or charter schools
 - Works with the CFO or other appropriate school leadership to deliver accurate and complete financial reports to the board on a regular basis
 - Keeps all records of school accounts current
 - Oversees and reviews the annual audit process
 - Handles all work related to school's financial affairs with integrity and care
 - Remains apprised of legal and ethical requirements for the position

Section 2: Election

The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the current members of the Board of Directors, identified to be in good standing. 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 Board will convene an emergency meeting to vote upon an existing board Director to serve the unexpired portion of the term. In the event that the offices of Vice Chair, Secretary or Treasurer become vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Section 5: Participation as Officers from current parents of enrolled students at D.E.L.T.A. STEAM Academy is wholly encouraged; however, due to the appearance and/or actual conflict of interest, the office of the Chair is limited to board Directors who are not parents of currently enrolled students. This provision does not preclude potential future or former parents from pursuing the role.

ARTICLE V***Meetings***

Section 1: Meetings of the Board of Directors may only occur after the establishment of a quorum. A quorum is defined as one half of the total number of Directors, plus one additional Director.

Section 2: 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 3: 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 Meetings 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 Meetings Act.

Section 4: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meetings 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 5: 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 6: 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 7: For regularly scheduled meetings of the Board, Directors are expected to attend in person. Unless prohibited by law or by these bylaws, however, a Director 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 Directors must minimally attend the first three meetings in person. Board Directors may not miss more than two Board meetings per year. If a Board Director misses more than two meetings, they will be identified as not being in good standing. Further participation as a Director will be determined at a special called or regularly scheduled Board meeting. If they are unable to fulfill their responsibilities, they may be removed from the Board in accordance with Article III, Section 8.

Section 8: The Board may meet in an executive session during which all or part of the meeting session is closed to the public for deliberation on certain matters as permitted by the Georgia Open Meetings Act, O.C.G.A. §§ A majority of the Board of Directors will determine who may participate in the closed executive session.
50-14-1, *et seq.*

ARTICLE VI

Committees and Task Forces

Section 1: General

- A. The creation of committees: standing or special committees, shall be recommended by the Board Chair, and established upon the approval of a majority of the Directors, as it shall be deemed necessary to carry on the work of the school.
- B. Directors shall serve for as long as they wish to serve on any committee but must always serve on at

least one standing committee or one special committee throughout the school year.

Section 2: Standing Committees

Standing Committees shall consist of the following (in alphabetical order), and are charged with the duties stated herein:

- A. Academics Committee
 - i. Ensure that the full board and the school leader/CEO have a shared vision of academic excellence and a clear road map to achieve it
 - ii. Ensure that all board members and academic leaders understand the academic promises in the charter and accountability plan — and how well the organization is performing against those promises
 - iii. Educate the full board to conduct proper oversight of the academic program
- B. Budget / Finance Committee
 - i. Ensure that the full board and the school leader/CEO have a shared vision of academic excellence and a clear road map to achieve it
 - ii. Ensure that all board members and academic leaders understand the academic promises in the charter and accountability plan — and how well the organization is performing against those promises
 - iii. Educate the full board to conduct proper oversight of the academic program
- C. Evaluations
 - i. Adhere to the state assessment plan to evaluate the effectiveness of the School Leader
 - ii. Distribute and receive evaluation reports from Board Directors, stakeholders, school staff, current students and/or their families.
 - iii. Propose recommendations facilitating ongoing assessment practices which enhance institutional effectiveness.
- D. Fundraising Committee
 - i. Identifies sources of financial support (ex. grants, donors, sponsors)
 - ii. Plan and execute fundraising activities to support the efforts of the school.
 - iii. Raise funds to meet the proposed budget requirements
- E. Governance Committee
 - i. Study the qualifications of candidates and present a slate of the best qualified as nominees for any vacant Director positions on the Board;
 - ii. Present a slate of nominees for Officers to the Board for election at the annual meeting;
 - iii. Recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
 - iv. Provide ongoing orientation to Directors
 - v. Provide training and conduct onboarding processes for newly elected Directors
 - vi. Ensure Directors are current on all required annual trainings
 - vii. Maintains an account on the status of Directors as it pertains to their participation and financial obligations.
- F. Operations
 - i. Review school policies and recommend revisions or the adoption of new policies
 - ii. Responsible for the implementation of vendors and the review of vendor contracts

ARTICLE VII

Dues, Fees and Assessments

Section 1: Directors must be Financial to remain in good standing.

Section 2: Board dues shall be determined annually, prior to the start of the next school year. The total amount of dues approved shall be included in the Board of Directors budget submitted by the Budget and Finance Committee and approved by the Directors prior to the start of the next school year.

Section 3: Board dues will be payable to the Board Treasurer via a method agreed upon by the Directors. The total amount of the annual dues may be payable in ten installments from August to May of the same school year.

There will be no penalty in the event dues are paid in full prior to May of the school year to which they are due.

Section 4: Dues are to be paid on the 1st day of each month. Any dues that remain outstanding after the 5th of the month in which they are due will render the Director no longer in good standing.

Section 5: A Director that joins the Board between the months of September through May of the school year will be required to pay the prorated amount, calculated by the total dues divided by the remaining number of months in the school year.

Section 6: Dues will not be collected in the months of June or July, unless they are paid as outstanding monies due to the Board.

Section 7: Upon majority vote of the Directors, additional fees and assessments may be levied. Such fees and/or assessments become part of the Director's financial obligations.

Section 8: Cash payments of Board dues will not be accepted.

Section 9: Once paid, dues and assessments are non-refundable.

ARTICLE VIII

Fiscal Year

The fiscal year of the D.E.L.T.A. STEAM Academy shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE IX

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 D.E.L.T.A. STEAM Academy.

ARTICLE X

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 provided to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

Section 2. D.E.L.T.A. STEAM Academy 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 D.E.L.T.A. STEAM Academy.
- 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 D.E.L.T.A. STEAM Academy. 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.