



GIRLS
GLOBAL

ACADEMY

Public Charter School

Bylaws

D.C. Domestic Nonprofit Corporation
Public Charter School

BYLAWS

ARTICLE I

STRUCTURE

Section 1.1 Structure.

Girls Global Academy Public Charter School (hereinafter "the Academy") is a domestic nonprofit corporation organized under the laws of the District of Columbia Nonprofit Corporation Act, D.C. Code, § 29-501 et. seq. (the "DC Code"). These bylaws are intended to comply with The DC Nonprofit Corporation Act and the DC School Reform Act, Title 38, Subtitle IV, Chapter 18 of the D.C. Code. The Academy's initial Articles of incorporation were filed in the office of the Department of Consumer Regulatory Affairs of the District of Columbia on March 4, 2019.

Section 1.2 Purposes.

Girls Global Academy Public Charter School is organized and is to be operated exclusively to carry out charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purpose of Girls Global Academy Public Charter School is to operate, advise, and support an all-girls public charter high school in the District of Columbia and to exercise all rights and powers conferred by the laws of the District of Columbia upon nonprofit corporations.

Section 1.3 Mission.

Girls Global Academy Public Charter School will be an all-girls public charter high school in our nation's capital to provide an all-girls learning environment at the high school level. The vision of the Academy is to develop leaders that influence change for global benefit. Students will navigate a variety of contexts with confidence and success, matriculate successfully through any post-secondary endeavor of their choosing, serve as lifelong ambassadors for change locally and internationally and practice mindfulness and compassion with self and others. The mission of Girls Global Academy is to *foster pathways to lead and learn*. All GGA graduates attain the mindsets, behaviors, competencies and skills to ensure success in college and career through the IB Career Program Pathways in engineering or business, rigorous IB & AP courses, strong and supportive network of adults and peers, and opportunities for leadership through service learning and interning.

The Girls Global Academy promise through the four pillars includes:

Sisterhood *Community of girls that supports and celebrates each other*

Scholarship *Academically challenging preparation for post-secondary endeavors*

Service *Sustained involvement in community development*

Safety *A place where girls can just be well*

Girls Global Academy will be the premier destination for high school girls in the areas of global citizenship, Business and STEM in Washington, DC. Our program ignites female empowerment and develops their confidence to lead and succeed at the local or global level. Integrating academic and experiential learning with best practices in youth development and global education, our curriculum equips young girls with the sense of self that facilitates her ability to engage the world in deeper and more meaningful ways. Our students will never have to ask "when will I ever use this and why do I need to know it." Instead, they will be encouraged to explore how they can connect what they are learning in the classroom to the realities of everyday life as well as to their future aspirations.

ARTICLE II

OFFICES

Section 2.1 Registered Office and Registered Agent

The Academy shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is said registered office, as required by the Code. The registered office may but need not be identical with the principal office of the Academy in the District of Columbia, and the address of the registered office may be changed from time to time by the Board of Trustees in accordance with applicable law.

ARTICLE III

BOARD OF TRUSTEES

Section 3.1 Powers

The Board of Trustees shall be fiduciaries of the Academy and shall set overall policy for

the school. The Board may make final decisions on matters related to the operation of the school in consultation with the Academy's Executive Director and Principal, consistent with the charter granted to the school by the District of Columbia, and other applicable laws.

Section 3.2 Number

a. The Board shall consist of at least three (3) and no more than fifteen (15) Trustees, as permitted under the District of Columbia School Reform Act, and maintain an odd number of Trustees for voting purposes. A majority of the board of trustees must be residents of the District of Columbia.

At least two seats on the Board will be reserved for parents or legal guardians of students currently attending the Academy (Parent members). Parent members of the Board will be identified by the Executive Director after the first day of school.

b. The Executive Director shall serve as an ex officio member of the Board of Trustees. The Executive Director is subject to the same rules and requirements as other trustees.

Additional ex officio representatives to the board may include:

- An Academy student in Grades 11 or 12 to serve as the Student Representative to the Board for a one-year term, not to exceed two terms.
- One (1) Parent Group Leader or designated representative of a Parent Teacher Association (PTA), Parent Teacher Organization (PTO), Parent Teacher Student Association (PTSA), Home School Association (HSA), or other such group.

Section 3.3 Qualifications

Board members shall be sought who meet skills, qualifications, and diversity standards set by the Board to be delineated in the Job Description for members of the Board. Such individuals will be eligible for nomination to the Board.

Section 3.4 Election

The initial Trustees shall be elected at the first meeting of the Board of Trustees immediately following receipt of the Charter. Thereafter, the Academy's governing committee, known as the Governance Committee, shall present to the Board a slate of potential Trustees and Officers for election by the Board of Trustees and the terms for each position. The slate of Officers shall be presented at the first meeting of the Board and at every annual meeting thereafter.

Section 3.5 Terms of Office

The initial Trustees shall serve staggered terms such that the initial three (3) Trustees shall serve for three (3) years, the next three (3) Trustees shall serve for two (2) years, and any additional Trustees shall serve one (1) year. For Trustees after the first

meeting, terms of office shall be for three (3) years from the date of their appointments, or until their successors are seated. After election, the term of a Trustee may not be reduced, except as specified in these bylaws. No Trustee shall serve more than two (2) consecutive three-year terms absent special circumstances and as approved by the Board.

Section 3.6 Rights and Responsibilities

All Trustees shall have identical rights and responsibilities. All Trustees shall serve the Academy with the highest degree of integrity in discharging their respective undivided duty of care, duty of loyalty, and duty of fidelity of purpose, and shall undertake no enterprise to profit personally from their position with the Academy. All participants in Board work will be bound by the Academy's Code of Conduct, Conflict of Interest, and Confidentiality policy statements.

Section 3.7 Removal

Any or all of the Trustees may be removed with or without cause by a majority vote of the Trustees then in office at any regular or special meeting of the Board, provided that the agenda for the Board meeting includes the removal of a Trustee or Trustees and has been provided to the Trustees prior to the Board meeting.

Section 3.8 Resignation

Any Trustee may resign at any time by delivering written notice of his or her resignation to the Board Chair. Such resignation shall become effective upon receipt thereof by the Chair but the acceptance of such resignation shall not be necessary to make it effective. No Trustee may resign where the Board would be left without a duly-elected Trustee.

Section 3.9 Vacancies

Any newly created seats on the Board and any vacancies on the Board of Trustees, arising at any time and from any cause, may be filled at any meeting of the Board of Trustees by an affirmative decision made by a majority of the Trustees at any meeting in which a quorum is present. However, if the number of Trustees then in office is less than a quorum, the vacancies shall be filled by the affirmative vote of (a) a majority of the Trustees then still in office or (b) a sole remaining Trustee. A Trustee so elected shall serve until the next Annual Meeting or until his or her successor is elected and seated on the Board.

Section 3.10 Meetings and Fiscal Year

a. The Annual Meeting of the Board shall occur in the last quarter of the fiscal year at a date, time, and place fixed by the Board, for the election of Officers and Trustees and for

the transaction of such business as may properly come before the meeting. The fiscal year for the Academy will run from July 1st through June 30th of each year. There shall be at least three (3) other regular meetings of the Board held each year. Regular meetings of the Trustees may be held at such time and place as shall from time to time be determined by the Board and the minutes of each board meeting shall be recorded and maintained by the Secretary. Board members who are physically unable to attend a board meeting in person may participate in meetings via conference call or videoconferencing. Special meetings may be called at any time by the Chair, or Vice Chair, or any two (2) Trustees. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

b. As the governing body of an individual D.C. public charter school, all regular and special meetings of the Academy's Board of Trustees are subject to the D.C. Open Meetings Law (see D.C. Code, §2-574(3)(C)). The Board may at its discretion during Board meetings, also discuss and vote on sensitive and confidential matters (such as staff salaries and other personnel matters) in Executive Session and the Secretary shall maintain confidential minutes of any matters decided during Executive Sessions. The amount of time allotted for an Executive Session would appear on the meeting agenda. By participating in the Executive Session, whether in person, by conference call or by video conferencing, the Trustees and Officers agree to maintain the confidentiality of all Executive Sessions in which they are participants.

Section 3.11 Rules of Order

Except where they may be in conflict with the Bylaws of the Academy, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all normally convened meetings.

Section 3.12 Notice of Meetings

Notice of the time and place of each regular and special meeting of the Board, and, to the extent possible, a written agenda stating all matters upon which action is proposed, shall be delivered to each Trustee by first-class mail, electronic mail, or private carrier, and received at least two (2) days before the meeting is held. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice, whether before or after the meeting, to the Academy for inclusion in the meeting minutes, or filing with the

Board records. A Trustee's attendance at or participation in a meeting also waives any required notice to him or her of the meeting unless the Trustee, promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to actions taken at the meeting.

Section 3.13 Quorum and Voting

Except as otherwise required under DC law, a majority of the entire Board shall constitute a quorum for the transaction of any specified item of business. During the formation period for the Board, at a minimum, one-third of the Board shall constitute a quorum with at least two (2) Trustees present. Except as otherwise provided by law or these Bylaws, the vote of a majority of the Board of Trustees present at the time of a vote, if a quorum is present, at such time shall be an official act of the Board. Should it be necessary due to special circumstances for the Board to meet by conference call or videoconference, all Trustees and Officers participating in such calls agree to maintain the confidentiality of the voting process. Vote tallies taken by these means constitute proper votes under these Bylaws provided a quorum is present. Voting by proxy is not allowed.

Section 3.14 Committees

a. The Board of Trustees, by resolution adopted by the Board, may designate from among its members standing committees, each consisting of at least two Trustees. Those committees shall include Governance, Finance, Audit and Risk, Development, and Academic Performance or other committee(s) deemed necessary by the board. The chairpersons of the standing committees shall serve on the Executive Committee. The Board may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meetings of the committee.

b. The Chair shall appoint the first chairperson of each committee, except that the Governance Committee shall select its own chairperson. Thereafter, the chairperson of each committee will be subject to a vote at the Annual Meeting. Committee members shall maintain minutes of each meeting and shall file copies of the minutes with the Secretary. Such committees shall have all the powers delegated by the Board except that no committee shall have the power to (1) authorize distributions that were not part of the budget process, (2) approve or recommend to the Board the dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Academy's assets, (3) elect, appoint, or remove Trustees or fill vacancies on the Board or on any of its committees; or (4) adopt, amend, or repeal the Academy's Articles of Incorporation or Bylaws. Each committee member shall serve at the pleasure of the Board of Trustees.

Section 3.15 Executive Committee

The Executive Committee members are the Board officers and chairpersons of the standing committees, and the Executive Committee is led by the Board Chair. The committee can make decisions on behalf of the whole board when the whole board cannot meet. A decision may be ratified by the full board at the next full board meeting. This committee is also responsible for the annual evaluation of the Executive Director.

Section 3.16 Governance Committee

a. There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least three (3) persons recommended by the Chair and elected by the Board of Trustees at its annual meeting.

b. The duties of the Governance Committee shall be to (1) study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Trustee positions on the Board, (2) present a slate of nominees for Officers to the Board for election at the annual meeting, (3) recommend candidates to the Board to fill vacancies that arise outside the regular nominating process, (4) provide ongoing orientation to Trustees, (5) ensure Board policies are being observed, (6) oversee a Trustee assessment process to ensure optimum performance, and (7) recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

Section 3.17 Finance Committee

The Finance Committee of the Board is responsible for reviewing the Financial Policies and Procedures of the school and proposing them for Board approval. The Finance Committee shall review the Finance Policies and Procedures at least every three annual meetings, and may review them more often as necessary or beneficial. The Finance Committee conducts regular review of the Academy's financial reports. The Finance Committee sets the timeline and supports the development of the Academy's annual budget submission.

Section 3.18 Compensation

Trustees or members of a Board committee shall not receive any salary, compensation, or honorarium for their services, however Trustees and committee members may receive reimbursement for reasonable out-of-pocket expenses. From time to time the Chair of the Board may propose to reimburse Trustees for select expenses incurred by them in carrying out their duties as Trustees (for example, approved travel expenses). Said reimbursement shall be approved by the Chair and the Treasurer.

ARTICLE IV

OFFICERS

Section 4.1 Number

The Officers of the Academy shall be a Chair, Vice Chair, Secretary, and Treasurer, and such other Officers, if any, as the Board of Trustees may from time to time appoint. Any two or more offices may be held by the same person, except the offices of Chair, Treasurer and Secretary, provided that no individual may act in more than one capacity where action of two or more Officers is required.

Section 4.2 Election and Term

The Governance Committee shall present a slate of Officers to the Board of Trustees. All Officers shall be elected by the Trustees at their annual meeting and shall hold office for the term of one (1) year. A Trustee may serve more than one (1) term in the same office, but no more than three (3) consecutive terms in the same office.

Section 4.3 Resignation, Removal and Vacancy

An Officer may resign by giving written notice of his or her resignation to the Board Chair. Any Officer may be removed, with or without cause, by a majority vote of the Board. A vacancy in any office shall be filled for the unexpired term by a majority vote of the Board.

Section 4.4 Board Chair

The Board Chair shall preside at all meetings of the Board of Trustees. Pursuant to the terms of these bylaws, she or he shall have the power to sign on behalf of the Academy all contracts authorized either generally or specifically by the Board of Trustees and to execute and deliver other documents and instruments. The Chair shall also have such other powers and perform such other duties as the Board of Trustees may from time to time prescribe. In the event of disability of the Chair or that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term or during such time of disability. 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.

Section 4.5 Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. The Vice-Chair may have such powers and perform such other duties as from time to time may be delegated by the chair or assigned by the Board.

Section 4.6 Secretary

The Secretary shall be responsible for recording and maintaining the minutes of all meetings of the Board of Trustees; maintaining minutes recorded by committees of the Board; serving or causing to be served all notices of the Academy; maintaining records (other than financial) of the Academy such as the bylaws and the charter; authenticating the records (other than financial) of the Academy; and performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to by the Board. In the event of absence or disability of the Secretary, the Board of Trustees may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or disability.

Section 4.7 Treasurer

The Treasurer shall keep or cause to be kept complete and accurate accounting records of the Academy; shall cause to be deposited all moneys and other valuable effects of the Academy in the name and to the credit of the Academy in such banks and depositories as the Board of Trustees may designate; and shall authenticate the financial records of the Academy. The Treasurer shall keep proper accounting records showing at all times the amount of the funds and other property of the Academy, all of which records shall be open at all times to the inspection of the Board of Trustees. The Treasurer shall submit a report of the accounts and financial condition of the Academy at each annual meeting. The individual shall perform all duties incident to the office of Treasurer, and such other duties as from time to time be assigned by the Board. The Treasurer shall give such security for the faithful performance of his or her duties as the Board may require.

ARTICLE V

STAFF

Section 5.1 Staff Leadership

The founders of Girls Global Academy had planned to model a unique model of shared leadership for the Academy. However, in light of the myriad challenges facing a new public charter school that would be the first to offer an all-girls learning environment at the high school level as well as the time needed to consult other education professionals engaged in a shared leadership setting, they have elected to start their administration of the Academy with a more traditional leadership model with the expectation that they will re-visit this issue of shared leadership with the Board after the school has become

established.

a. The Board of Trustees shall have the discretion to hire the senior administrator of the Academy who will oversee the formal establishment of the Academy. This administrator would be the Executive Director of the Academy who shall be responsible for carrying out the work of the Academy in accordance with the policies required by the DC Public Charter School Board as well as any requirements established from time to time by the Board of Trustees. The Executive Director shall be responsible for hiring the Principal and other staff members with administrative responsibilities. The Executive Director and the Principal will have clearly designated duties and responsibilities that will be detailed in their respective job descriptions. They will both be active participants in the administration and management of the inquiry-based academic programs and curricula; as well the overall planning, development and oversight of the Academy, including but not limited to academic standards, Teacher schedules and evaluation, student progress reports with respect to graduation, and the physical plant.

b. The Executive Director will serve as an ex officio member of the Board of Trustees with the right to attend all Board meetings. As a general rule, the Executive Director is not a voting member of the Board but is responsible for staff hiring decisions. Therefore, the Executive Director is permitted to attend the executive sessions of the Board involving staff except those that involve direct discussion of the Executive Director's performance and duties.

c. The Executive Director is responsible for hiring and termination of all school employees other than the Executive Director, who is appointed, evaluated, renewed, and—if necessary—terminated by the Board. The Executive Director is required to include Board members on search and interview committees for executive roles, such as the Principal and Director of Finance and Operations. In the event of the termination of an individual in an executive role, the Executive Director is required to consult with the Executive Committee of the Board. In the event of the termination of any other employee, the Executive Director is required to notify the Board.

d. The Executive Director agrees to function according to the Finance Policies and Procedures approved by the Board; and to ensure that all school personnel and practices conform to those same Policies and Procedures.

ARTICLE VI

MISCELLANEOUS

Section 6.1 Checks, Notes, and Contracts

The Board of Trustees is authorized to select such depositories as it shall deem proper for the funds of the Academy. The Finance Committee is responsible for overseeing execution of the Finance Policies and Procedures including but not limited to adherence to applicable procurement policies, check writing, and bookkeeping procedures. The Executive Director is responsible for ensuring adherence to the Finance Policies and Procedures and putting in place internal policies and procedures to guide the actions of the GGA finance staff.

Section 6.2 Indemnification

The Academy may, to the fullest extent now or hereinafter permitted by law, indemnify against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Trustee, Officer, employee, or agent of the Academy. There shall be no indemnification in relation to matters as to which the Board finds that the employee, Officer, Trustee, or agent acted in bad faith or engaged in willful misconduct in the performance of a duty to the Academy.

Section 6.3 Directors & Officers Insurance

The Board shall obtain a Directors & Officers insurance policy to cover proper actions by Academy Trustees, Officers and staff.

Section 6.4 Amendments

These Bylaws will be reviewed at least once every four (4) years and shall be documented as to the date of such review. These Bylaws may be amended at any meeting of the Board of Trustees by a majority vote of the entire Board of Trustees.

Section 6.5 Nondiscriminatory Policy

The Academy shall admit girls of any race, color, national _ origin, religion and ethnic _ origin to all the rights, privileges, programs, and activities generally accorded or made available to DC public school students at the Academy. The Academy shall not discriminate on the basis of race, color, gender identification, national origin, ethnic origin, religious affiliation, disability, or sexual orientation, in the administration of its educational policies, admission policies, scholarship programs, or athletic and other school-administered programs.

Section 6.6 Dissolution

Pursuant to DC Code §38-1802.13a Girls Global Academy will dissolve if the school's charter has been voluntarily relinquished, the charter is revoked, or the charter is not

renewed by the authorizing agency (DC PCSB).

In accordance to §38-1802.13a.(c)(1) GGA will follow the plan to distribute its assets and dispose of all assets remaining.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.1 Purpose

The purpose of the conflicts of interest policy is to protect the Academy's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Trustee of the Academy. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 7.2 Procedures.

a. **Duty to Disclose.** In connection with any actual or possible conflicts of interest, any Trustee, Officer, or member of a committee with Board-delegated powers must disclose the existence of a direct or indirect financial interest and all material facts relating thereto to the Board of Trustees.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts relating thereto, and after any discussion thereof, the Trustee, Officer, or committee member may be counted in determining the presence of a quorum at a meeting of the trustees.

(1) After exercising due diligence, and before the contract or transaction of conflict is authorized the Board of Trustees shall determine:(i) whether the Academy can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity whose involvement would not give rise to a conflict of interest; (ii) if The Board can authorize the contract or transaction in good faith by an affirmative vote of a majority of disinterested trustees; and (iii) if the contract or transaction is fair to the public charter school as of the time it is authorized.

(2) The minutes of the meeting of the conflicting interest contract or transaction should include the material facts as to the conflicting relationship or interest and as to the contract or transaction and identify and vote of each disinterested trustee who votes

(3) The Board of Trustees shall report any conflicting interest contract or transaction it authorizes to the Public Charter School Board within 3 days of authorization

c. Violations of the Conflicts of Interest Policy.

If the Board of Trustees determines that the member has failed to disclose an actual or possible conflict of interest documenting the material facts as to the conflicting relationship or interest and as to the contract or transaction, it shall take appropriate disciplinary and corrective action and a contract or transaction shall be void or voidable.

Section 7.3 Annual Statements.

Each Trustee, Officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

a. Received of a copy of the conflicts of interest policy;

b. Read and understands the policy;

Agreed to comply with the policy; and

c. d. Will not violate the Academy's Tax Exemption: the Academy is a charitable organization and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.4 Periodic Reviews.

To ensure that the Academy operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Academy may conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Academy's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further its charitable purposes, and do not result in impermissible private benefit or an excess benefit transaction.

Adopted as amended at a meeting of the Board of Trustees for the Girls Global Academy Public Charter School held on the April 27, 2020, by a unanimous vote of the Trustees: Mary E. Blaufuss, Shalini Benson, Max Levasseur, Marilyn Edmunds, Christine Miller, Scott Ganske, Donna Tymus, Maura Dunn, Mary Anna Pendleton, Elaine Harris, Kevin

Bryant, and Maureen Colburn