

**ANCHOR SCHOOLS, INC.  
BYLAWS  
AMENDED ON July 22, 2023**

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## ARTICLE I OFFICE

1.1 Registered Agent. The initial registered agent of Anchor Schools, Inc. (the “**Corporation**”) shall be Chairperson of the Board of Directors.

1.2 Registered Office. The address of the registered office of the Corporation Shall be 2460 Wesley Chapel Road, Decatur, Georgia 30035.

1.3 Other Offices. The Corporation may have offices at such place or places within or without the State of Georgia as the board of directors of the Corporation (the “**Board of Directors**”) may from time to time appoint or the business of the corporation may require or make desirable. The registered office will 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. The mailing address of the principal office of the corporation is 2460 Wesley Chapel Road, Decatur, Georgia 30035.

## ARTICLE II MEMBERS

2.1 No Members. The Corporation shall have no members.

## ARTICLE III PURPOSE

3.1 Purpose. The Corporation is a nonprofit corporation organized exclusively for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “**Code**”): (a) to cultivate and support a community-based approach to education that ensures that students in the State of Georgia reach their full intellectual, physical, social, and emotional potential, while experiencing world-class development; (b) to ensure that all employees are on a fulfilling, effective, and dynamic career pathway; (c) to further advance other charitable purposes as may be determined by the Board of Directors; and (d) to conduct any lawful act or activity related to the foregoing that is consistent with the provisions of Code Section 501(c)(3). The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). 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. All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the foregoing purposes.

3.2 Dissolution. 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 IV MISSION**

The Corporation partners with 6th through 12th grade students who are developing the knowledge, skills, and confidence to thrive in their community. Through its commitment to excellent instruction, community partnerships, and holistic student development, the Corporation cultivates a more just and equitable future.

## **ARTICLE V DIRECTORS**

5.1 Powers. The property, business, and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall define the mission and formulate policies and strategies for the successful implementation of the Corporation's mission. In addition to the powers and authority by these Bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not restricted by law, by the Corporation's Articles of Incorporation or by these Bylaws.

5.2 Number of Directors. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) directors. All Directors shall have identical rights and responsibilities. The Head of School will be an advisory, non-voting member of the Board (ex officio), and is not counted towards voting or attendance quorum. 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.

5.3 Qualification for Directors. Directors shall be natural persons at least 18 years of age, but must reside in the State of Georgia. Board members shall be sought who reflect the TAS mission, qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Directors. 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. 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, at intermittently as necessitated by the Board Chair.

5.4 Term. The Board of Directors shall serve a term of three (3) years from the date of their appointment, or until their successor are seated. A full three-year term shall be considered to have been served upon 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.

5.4. Founding Term. The initial Board of Directors will serve staggered terms beginning in the summer of 2022. The initial Board shall consist of at least two Directors who will serve a one-year term (ending June 2023), at least two Directors who will serve a two-year term (ending June 2024), and at least two Directors will serve a three-year term (ending (June 2025).

5.5 Vacancy. Any vacancy occurring in the Board of Directors and any position to be filled by reason of 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. In the event the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event the office of the 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.

5.6 Resignation. A Director may resign at any time by filing a written resignation with the Chair of the Board. The resignation letter must include the commencement date of his / her Board term and the effective date of resignation.

5.7 Removal. A 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.

5.8 Responsibilities. Each director shall attend at least seven (7) out of ten (10) monthly regular Board of Director meetings in each fiscal year. Directors are expected to make a financial contribution to the Corporation, participate in a majority of the Corporations special events, and proactively engage and uphold all of the Board's fiduciary, regulatory, financial and policy obligations. Members of the Board of Directors:

- a. Shall serve The Anchor school with the highest degree of undivided duty, loyalty, and care.
- b. Shall undertake no enterprise to profit personally from their position with The Anchor School.
- c. All participants in the Board work are bound by the Job Description, 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 Anchor 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 Anchor School shall disclose this relationship to the Board and shall not participate in any vote with respect to such transactions or services.

5.10 Reimbursement. Directors shall not receive any compensation for their services, but may be reimbursed by the Corporation for their reasonable expenses in connection with services provided to the Corporation.

## **ARTICLE VI COMMITTEES AND TASKFORCES**

6.1 Committees. The Board of Directors, by resolution, shall appoint committees or tasks 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 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 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 the Board policy and guidance materials.
- d. The members of any committee may fix its rules of procedures 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.
- f. Committees shall have and may exercise such powers as designated by the Board of Directors, in its own discretion, according to the Bylaws.

a. Governance Committee.

The Governance Committee consists of 1) Chair and Vice-Chair, 2) Treasurer, 3) Secretary and 4) up to two Directors appointed by the Chair. It is anticipated the Governance Committee will meet two (2) to three (3) times a year. The Governance Committee responsibilities include the following:

- i. Evaluate the qualifications of candidates and present a slate of the best qualified as nominees for any vacant or upcoming vacancy Director position 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. Oversee a Director assessment process to ensure optimum performance, and
- vi. Ensure Director compliance with training requirements, and all fiduciary responsibilities, including but not limited to financial oversight, policy development, regulatory and legal compliance, and general governance.

## **ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

7.1 Generally. The Board shall hold approximately ten (10) meetings annually (each, a "Regular Meeting" and collectively, "Regular Meetings"), which Regular Meetings shall be open for all members of the public to attend. One such meeting shall be an annual meeting of the Board (each, an "Annual Meeting" and collectively, "Annual Meetings"), which Annual Meeting shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

For the purpose of this Article, the term "Meeting" shall have the same meaning as provided by O.C.G.A. § 50-14-1. 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. Meetings of the Board of Directors may be held at such time and place as determined by the Chair, and public notice shall be provided on the Corporation's website and at the regular meeting location. Officers of the Board of Directors will be elected at the last Regular Meeting of the fiscal year, unless otherwise determined by the Board.

7.3 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by 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.

7.4 Emergency Meetings: 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.

7.5 Public Notice & Record of Regular Meetings. The Board shall keep minutes from all Board meetings and shall make these records available for review on the Corporation's website following approval at the next meeting. A summary of the subjects acted on and those members of the Board present at each meeting will also be posted on the Corporation's website within two business days of the conclusion of each meeting, pursuant to the provisions of O.C.G.A. § 50-18-70 et seq. 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.

7.5 Quorum and Action by Directors. At all meetings of the Board of Directors, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the directors participating at any meeting at which there is a quorum present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Corporation's Articles of Incorporation or by these Bylaws. In the absence of a quorum, a majority of the directors present at any meeting may adjourn the meeting until a quorum may be had.

7.6 Action by Written Consent. To the extent permitted by law, any action that may be taken at a meeting of the Board of Directors or a committee may be taken without a meeting if written consent setting forth the action so taken is signed by all directors. Such consent shall have the same effect as a unanimous vote at a meeting of the Board of Directors or a committee. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date. Such written consents may be written or electronic.

## **ARTICLE VIII OFFICERS**

8.1 Elections of Officers. The officers of the Board shall consist of the Chair, Vice Chair (if any), Secretary, and Treasurer. These Officers shall comprise the Executive Committee and the Governance Committee. The Board may from time to time appoint such other officers as

it may determine. The officers of the Board shall be elected annually (1 years) by a majority vote of the Board of Directors during the last meeting of the fiscal year , and each officer shall hold office for two years until such officer's successor is elected and qualified or until such officer's resignation, removal or death. If an officer's position is vacated when less than half of the term of office has been completed, the newly elected officer will be considered to serve a full term of one year.

8.2 Officeholders. Any director may hold any two or more offices, provided that no director may serve both as the Chair and Treasurer.

8.3 Head of School. The Head of School, an employee of the Corporation, shall be the chief executive officer of the Corporation, and subject to the direction of the Board of Directors, shall have general supervision over the business and affairs of the Corporation. The Executive Director shall be ex-officio (non-voting) member of the Board of Directors and in conjunction with the Board Chair shall help direct meetings of the Board of Directors. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried out and shall perform all other duties as the Board of Directors shall assign.

8.4 Chair. The Chair shall call meetings of the Board of Directors to order and shall act as Chair of such meetings, appoint committees, serve as chair of the Governance Committee, serve as chair of the Executive Committee, may hold ex officio a position on other committees, and shall be duly authorized to execute contracts on behalf of the Corporation, subject to any other resolutions or policies of the Board.

8.5 Vice Chair. The Vice Chair shall:

- a. Stand ready to act as the Chair in the Chair's absence;
- b. Perform any duties of the Chair as delegated by the Chair.
- c. Perform duties as outlined in the Vice Chair Job Description

8.6 Secretary. The Secretary shall:

- a. Provide notice of any meetings of the Board of Directors;
- b. Record and distribute minutes of all meetings of the Board of Directors;
- c. Keep the corporate records of the Corporation; and
- d. Preside over meetings of the Board of Directors at which the Chair and Vice Chair are not present.
- e. Perform duties as outlines in the Secretary Job Description

8.7 Treasurer. The Treasurer shall:

- a. Oversee review of the Corporation's finances, revenue and budget;
- b. Provide monthly detailed financial reports to the Board of Directors;
- c. Ensure the Board of Directors takes appropriate action on all tax filings and audits; and
- d. Facilitate monthly financial reports and review of financial statements absent of or in partnership with the Chief Operating Officer.
- e. Serve as chair of the Finance Committee, if applicable.

8.8 Absence of Officer. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any director.

8.9 Resignations. Any officer may resign at any time by giving written notice to the Board Chair. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors. The acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE IX MEMBERSHIP CERTIFICATES**

9.1 Member Certificates. The Corporation shall not have member certificates. While persons who associate or attend programs of, participate in, contribute to, or benefit from The Anchor School may be referred to as a "member", no rights, voting or otherwise, will inure to such person.

## **ARTICLE X CONFIDENTIALITY**

10.1 Confidentiality. Confidentiality of any information, including but not limited to information regarding children and their families, and other information shall be maintained to the full extent required by federal or state laws, rules, regulations and ordinances, and ethical considerations.

## **ARTICLE XI MISCELLANEOUS**

11.1 Books and Records. The Board of Directors shall have power to determine which accounts and books of the Corporation, if any, shall be open to the inspection, except such as may, by law, be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts and books, which by law or by determination of the Board of Directors shall be open to inspection. Any

records maintained by the Corporation in the regular course of its business, including but not limited to, its books of account and minute books, may be maintained on any information storage device or method that can be converted into clearly legible paper form within a reasonable time.

11.2 Fiscal Year. The fiscal year of the Corporation shall be the period of July 1 – June 30 of each year unless otherwise fixed by resolution of the Board of Directors.

11.3 No Corporate Seal. The Corporation shall not have a corporate seal.

11.4 Checks. Checks, notes, drafts and demands for money shall be signed by the Executive Director, the Chair or the Treasurer; or other officers or agents that are designated by the Board of Directors from time to time.

11.5 Annual Statements. Not later than three months after the close of each fiscal year, and in any case prior to the next annual meeting of the Board of Directors, the Corporation shall prepare:

- a. A balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and
- b. A profit and loss statement showing the results of its operation during its fiscal year.

11.6 Audit. The accounts of the Corporation shall be examined annually by a certified public accountant in accordance with applicable law and authorizer requirements.

11.7 Indemnification.

- a. Under the circumstances prescribed in paragraphs c. and d. of this section, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and he or she reasonably believed, in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Corporation, in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and in the case of any criminal proceeding, that he or she had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which such person reasonably believed to

be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

- b. Under the circumstances prescribed in paragraphs c. and d. of this section, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such party is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if he or she acted in good faith and he or she reasonably believed, in the case of conduct in such person's official capacity, that such person's conduct was in the best interests of the Corporation, in all other cases, that such person's conduct was at least not opposed to the best interests of the Corporation, and in the case of any criminal proceeding, that such person had no reasonable cause to believe such person's conduct was unlawful; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.
- c. To the extent that a director, officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs a. and b. of this section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually reasonably incurred by such person in connection therewith.
- d. Except as provided in paragraph c. of this section and except as may be ordered by a court of competent jurisdiction, any indemnification under paragraphs a. and b. of this section shall be made by Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs a. and b. of this section. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, upon advice by an independent legal counsel then employed by the Corporation, in a written opinion.

- e. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.
- f. The indemnification provided by this section shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors or administrators of such persons.
- g. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.
- h. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the next annual meeting of the Board of Directors, unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment sent by electronic mail or first class mail to its directors of record, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

11.8 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

## **ARTICLE XII**

### **NOTICES: WAIVERS OF NOTICE**

12.1 Notice. Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws notice is required to be given to any director or officer, it shall not be construed to mean personal notice but such notice may be given either by personal notice, by mail by depositing the same in the post office or letter box in a postpaid sealed wrapper, addressed to such officer or director at such address as it appears on the books of the Corporation, or by electronic mail, delivery receipt requested at such e-mail address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when such notice was sent or mailed in accordance with the provisions of this Section 12.1.

12.2 Waiver of Notice. When any notice whatever is required to be given by law, by the Corporation's Articles of Incorporation or by these Bylaws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing, which shall include a waiver given by electronic mail, shall be deemed equivalent thereto. No notice of any meeting need be given to any person who attends such meeting.

### **ARTICLE XIII CONFLICTS OF INTEREST**

13.1 Policy. The Corporation shall adopt a conflict of interest policy that defines the circumstances constituting a conflict of interest, describes the procedures for disclosing of such conflict to the Board of Directors, and describes the procedures for disclosing, addressing, and documenting related party transactions.

### **ARTICLE XIV AMENDMENTS**

14.1 Amendment. These Bylaws of the Corporation may be altered or amended and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

14.2 Conflicts. References in these Bylaws to the Corporation's Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Corporation's Articles of Incorporation and these Bylaws, the Corporation's Articles of Incorporation shall govern.

[END OF BYLAWS]

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of Anchor Schools, Inc., a Georgia nonprofit corporation, as in effect on the date hereof.

By: \_\_\_\_\_ Date: \_\_\_\_\_ August 1, 2023 \_\_\_\_\_

Name: Joseph Anfield-El, Esq.

Title: Secretary of the Corporation