

**WESLEY INTERNATIONAL ACADEMY, INC.
BYLAWS**

Adopted as Amended, on Month XX, 2022.

Section 1 – GENERAL

1.1 Name. The name of the corporation shall be **Wesley International Academy, Inc.**, hereinafter referred to as the “Corporation.”

1.2 Purpose. The Corporation was established as a non-profit corporation under the laws of the State of Georgia and is organized exclusively for educational and charitable 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 Federal tax law (the “Code”). The express purpose of the Corporation is to organize and operate a charter school.

Section 2 - OFFICES

2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the State of Georgia.

2.2 Principal Office. The principal office of the Corporation shall be located at 211 Memorial Drive SE, Atlanta, GA 30312, or such place as shall be determined from time to time by its Board of Directors.

2.3 Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

Section 3 - DIRECTORS

3.1 Number and Qualification. The elected Directors shall serve as the Board of Directors of the Corporation. The Board of Directors shall consist of not less than seven (7) and not more than thirteen (13) members, which number shall be fixed from time to time by the Board of Directors. Members shall be natural persons who are 18 years of age or older. Current

employees of the Corporation shall not be eligible to serve on the Board of Directors. At least one (1) member and not more than fifty percent (50%) of the Board of Directors shall be a parent/legal guardian of student(s) enrolled in Wesley International Academy on the date of the directors' election. **The organization shall strive to maintain a parent ratio of not more than 35% whenever possible, taking into account the availability of qualified candidates.**

3.2 Appointment and Term of Office. The Board of Directors shall be divided into three classes of approximately equal size with the term of approximately one-third of the Directors ending at the end of each fiscal year. Directors may be elected to serve a partial term or to serve a full term of three (3) years. Unless a Director is removed by or as a result of: (1) operation of law; (2) an order or decree of any court of competent jurisdiction; (3) voluntary resignation, or (4) removal by a two-thirds majority of the Board of Directors as further described in Section 3.6, a Director may serve up to two (2) consecutive full terms. If a Director is elected during a partial term, then such term shall not be considered a full term. An individual who has served two (2) consecutive full terms as Director shall not be eligible to serve another partial or full term that begins less than three (3) years following the last day of the individual's preceding term as Director. At any time when the Board classes become unbalanced, the terms of additional new

Board members may be staggered by establishing partial terms of 1 or 2 years to maintain the pattern of approximately one-third of Board seats becoming vacant each year.

3.3 Election of Directors. Prior to each annual meeting, the Board of Directors shall seek recommendations and nominations from interested constituents including parents/legal guardians, staff, community leaders, business partners, and the current Board members to fill anticipated vacancies on the Board. When selecting ~~a slate of~~ Directors, consideration shall be given to individuals the Board of Directors considers to be representative of the communities served by the Corporation and who have diverse backgrounds and qualifications, including without limitation, experience/expertise in the areas of finance and/or accounting, human resources, business, education, law, and nonprofit or community leadership. The Governance Committee is responsible for managing the Board nominating and selection process for adding new Directors and, thereafter, presenting ~~a slate of~~ qualified individuals to be voted on by the Board of Directors at the annual meeting. The Board of Directors shall establish such additional procedures as it deems appropriate for the annual election of Directors to fill vacant seats on the Board. At the annual meeting, the Board of Directors shall vote on the proposed ~~new slate of~~ Directors **individually**. Approval of the proposed ~~slate~~ **directors** requires an affirmative vote of an absolute majority of the Directors whose terms do not expire at the end of the current fiscal year.

3.4 Vacancy. Should a Director vacancy occur before the term expires, the Board of Directors shall seek nominations from the remaining Directors, school staff, and the parents/legal guardians within **one hundred and twenty** ~~thirty~~ **(120)** days after the vacancy occurs. The Governance Committee is responsible for managing the Board nominating and selection process for adding replacement Directors and shall have discretion whether to submit nominees to fill a vacancy. The Board will review all nominees and will select replacement Director(s) by an affirmative vote of an absolute majority of the members of the Board of Directors at an open meeting scheduled as soon as reasonably practical after the vacancy occurs. A member elected to fill a vacancy shall be elected only for the unexpired term of his/her predecessor in office.

3.5 Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

3.6 Resignation or Removal. Any individual Director may resign at any time by delivering written notice to the Chair or Vice Chair of the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officers, and the acceptance of the resignation shall not be necessary to make it effective; provided, however, that a Director who resigns may postpone the effectiveness of his or her resignation to a future date or to the occurrence of a future event specified in a written tender of resignation. A vacancy shall be deemed to exist at the time of such tender; and the Board of Directors may then or thereafter elect or appoint a successor to take office when the resignation, by its terms, becomes effective. Any Director may be removed for cause by a two-thirds majority vote of the remaining Directors then in office and present at any regular or special meetings of the Board. Among other things, an unexcused absence from two (2) consecutive regular **board or committee** meetings or missing more than three (3) regular **board or committee** meetings in any calendar year ~~shall~~**may** constitute cause for removal of a Director. For purposes of this section, participation by telephone as outlined in Section 4.5 constitutes attendance.

3.7 Conflict of Interest. Members shall comply with ethics and conflict of interest provisions applicable to **Charter School Board Members as dictated by the Georgia Department of Education.** ~~members of the Atlanta Board of Education.~~ Board members shall not participate in discussions or votes related to any Corporation business transactions or affairs which would cause an actual conflict or would give an appearance of a conflict of interest.

3.8

Compensation of Directors. Whether or not employed by the Corporation for other purposes, Directors and members of any committee of the Board of Directors shall serve in that capacity without compensation but may be entitled to reimbursement for any reasonable expenses incurred on behalf of the Corporation.

3.9 Responsibilities of Directors. All members of the Board of Directors are responsible to ensure the Corporation is faithful to the terms of its charter and is successful in meeting the mission of the school. All Directors are encouraged to contribute approximately 8-10 hours per month by participating in activities such as: Board meetings, Board committees, attending school events, fundraising, Board development or other ambassador tasks, and other related tasks typical of non-profit charter school Directors that from time to time may be determined by the Board. Incoming Directors will be required to sign a Board Member Agreement outlining more detailed obligations and responsibilities.

3.10 Enrollment of Children of Board Members. A student whose parent or guardian is currently a member of the Board of Directors shall be entitled to automatic enrollment to attend the school. Children of former members of the Board of Directors must meet the residency requirements to re-enroll and the former Board member must have accumulated 2 full years of service as a Board member; any child who does not meet the residency requirements will not be allowed to re-enroll; if the child meets the residency requirements but the former Board member did not have 2 full years of service on the Board, then the student shall not be automatically re-enrolled and will have to go through the lottery process.

Section 4 – MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

4.1 Timing and Notice. The Board of Directors shall have regularly scheduled Board meetings during the academic year, at a minimum of once every two (2) months. All meetings of the Board of Directors and any committee meetings of the Board of Directors must comply with Georgia's Open Meetings Act, O.C.G.A. § 50-14-1, et. seq. and Inspection of Public Records Law,

O.C.G.A. § 50-18-70, et seq. Regular meetings of the Board may be held at locations, dates and times determined by the Board of Directors. Unless otherwise prohibited by state law, special meetings of the Board may be held upon actual notice to each Director or notice that is mailed or transmitted by facsimile or email, to each Director, at least two (2) days prior to the special meeting. Notice of special meetings shall include the date, time, and place of the meeting. The order of business at all such meetings shall be set by the Board Chair.

4.2 Annual Meeting. The annual meeting shall be held before the end of each fiscal year, for the purpose of electing officers, ~~voting on a slate of proposed Directors,~~ and for the transaction

of such other business as may come before the meeting. The date, time, and place to be fixed by the Board of Directors and notice given to all Directors at least thirty (30) days in advance.

4.3 Waiver of Notice. Whenever any notice of the meetings of the Board is required to be given under law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein,

shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

4.4 Quorum and Voting. A quorum shall be necessary for the transaction of business by the Board. A quorum shall consist of more than 50% of the Directors currently in office who are physically present at the meeting. However, in no case shall the number required for a quorum be less than three. Less than a quorum may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum. Each Director shall have one vote on each matter coming before the Board of Directors. The act of a majority of the Directors present and voting at a duly constituted meeting of the Board of Directors shall be the act of the Board, except for the appointment of the school Executive Director, the approval of the school budget, the selection and financing of the school facility, and the removal of a Director, all of which shall require the affirmative vote of at least two-thirds of the Board of Directors.

4.5 Participation by Alternative Means of Communication. All meetings of the Board of Directors and any committee meetings of the Board of Directors must comply with Georgia's Open Meetings Act, O.C.G.A. § 50-14-1, et. seq. and Inspection of Public Records Law, O.C.G.A. § 50-18-70, et seq. Directors and members of any committee of the Board of Directors may participate in a meeting of the Board or such committee by means of telephone conference or other communications mechanism **where permitted by law, and only twice per calendar year for each Board or committee meeting.** ~~whereby all persons participating in the meeting can contemporaneously and collegially communicate with each other so long as there is a quorum of Directors or committee members physically present at the meeting.~~ Participation by such means shall be considered the same as presence in person at such meeting for any and all actions taken at the meeting, including votes, for up to two meetings in a calendar year. ~~Thereafter, participation by telephone conference or other communication mechanism constitutes attendance pursuant to Section 3.6 of these Bylaws but does not confer voting rights to the Director.~~ The minutes recording any action taken at **such a meeting** ~~such meeting~~ shall also note who participated in person, and who participated by alternative communications method. **Notwithstanding the above, the Board may hold virtual meetings**

~~under emergency conditions as permitted by O.C.G.A. § 50-14-1(g). Notwithstanding the alternative attendance allowed by this section, each Director must be physically present at 50% or more of the regular meetings of the Board or committee(s) on which s/he serves. ¶~~

4.6 Standing Committees. The Board shall have the following permanent committees:

1. Executive Committee
2. Academic Excellence Committee
3. Finance Committee
4. Development Committee
5. Governance Committee

The Executive Committee shall be composed of the Board Chair, Vice-Chair, Secretary, and Treasurer, and shall have authority to handle urgent issues raised by the Corporation's Executive Director during the period between regular monthly Board meetings. All meetings and decisions of the Executive Committee must be reported to the Board of Directors at the next regular meeting and any actions taken by the Executive Committee may be overruled by simple majority vote of the full Board, except as otherwise required by these Bylaws. The Board Chair shall appoint Directors to the remaining committees and each Director must serve on at least one committee. Each committee shall be responsible for maintaining and updating its primary areas of responsibilities and reporting to the full Board on a regular basis.

~~Action by Written Consent: Where permissible under Georgia law, the Board may take action without a meeting pursuant to O.C.G.A. § 14-3-821 if written consent to the action is signed by a majority of the directors. Such consent may be given electronically.~~

4.7 Other Committees. The Board Chair may appoint two (2) or more persons from among its own number to serve as special or standing committees as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board, except that in no event shall a committee:

- (1) fill vacancies of the Board or any of its committees; or
- (2) adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

All members of such special or standing committees shall serve at the pleasure of the Board Chair. The delegation of authority to any committee shall not operate to relieve the Board or any Director from any responsibility imposed by law. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in rules that the Board subsequently adopts, a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the committee, and the act of a majority

of the committee members present and voting at a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meetings of any committee of the Board of Directors shall be established by the Board, or in the absence thereof, by the committee itself. All actions by a committee shall be reported to the Board of Directors at the next meeting following such action.

4.8 Advisory Groups. The Board of Directors or the Board Chair may select and appoint individuals to serve on one or more advisory groups. Such individuals are not required to be Directors. An advisory group shall have no delegated or governance authority but shall serve in a strictly advisory capacity to the Board of Directors and its committees. Any members of the advisory group may be removed by the Board or by the appointing authority whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 5 - OFFICERS

5.1 Number and Positions. The officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer. The officers of the Board shall be elected by the Board of Directors and shall report directly to the Board of Directors. *As a matter of best practice, no member shall serve as an officer in either their first year as a member of the board of directors, nor their last year as a member of the board of directors.* The Board may also elect one or more assistant secretaries, and assistant treasurers. The Board may elect such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The selection of an officer shall not of itself create any contract rights in favor of the officer. Any two or more officer positions may be held by the same person, except the Chair may not also hold another officer position.

5.2 Term of Office and Qualifications. Officers shall be elected by the Board of Directors at its annual meeting and shall hold office for a one-year term. A Director may only hold any particular office for three (3) one-year terms, whether consecutive or not.

5.3 Resignation or Removal. Any officer may resign at any time by delivering written notice to the Board of Directors of the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is accepted by the Board of

Directors. Any officer may be removed from that position by the Board, whenever in its judgment the best interests of the Corporation would be served thereby, by a two-thirds

majority vote of the remaining Directors present at any regular or special meetings of the Board.

5.4 Vacancy. A vacancy in any officer position may be filled by the Board of Directors for the unexpired portion of the term. In the event of such a vacancy, the vacancy may be filled temporarily by appointment by the Chair until such time as the Board of Directors shall determine.

5.5 Chair. The Chair shall preside at meetings of the Board of Directors; shall make reports to the Board. ~~The Chair shall be the only officer with the authority to execute contracts approved by the Board of Directors;~~ and shall have such other rights, duties, and powers as are authorized by the Board of Directors.

5.6 Vice Chair. The Vice Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair, or such of them as may be so delegated, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

5.7 Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record the minutes of all proceedings, including all votes, in a book or database to be kept for that purpose. In the event the Secretary is unable to attend a meeting, he/she shall notify the Chair who shall make arrangements to have another Board member record the minutes. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

5.8 Treasurer. The Treasurer shall serve on the Finance Committee and shall work with the Corporation's CFO to make sure Generally Accepted Accounting Practices are followed and sound fiscal management is employed by the Corporation.

5.9 School Executive Director. The Corporation's Executive Director shall manage daily operations of the school; hire and fire instructional and support staff with the advice and oversight of the Board; supervise staff and ensure that the charter contract goals are met; report at least quarterly to the Board of Directors on charter compliance and progress toward meeting goals; assist the Board Chair with scheduling and setting agendas for Board of Directors meetings; implement policies duly adopted by the Board of Directors; act as liaison between the Corporation, Atlanta Public Schools and the Georgia Department of Education; and shall perform such other duties as the Board of Directors shall prescribe.

Section 6 – BOOKS AND RECORDS

6.1 Records. The Corporation shall keep correct and complete books and records of its accounts and transactions, and minutes of the proceedings of its Board of Directors and any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation shall be in written form, electronic form, or in any other form which can be converted within a reasonable time into written form for visual inspection.

Section 7 - FISCAL MATTERS

7.1 Deposits. The Executive Director or his/her designee, with the advice and consent of the Treasurer, shall select banks, trust companies, or other depositories in which the funds of the

Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation. The Executive Director or his/her designee shall report said selections to the Board of Directors.

7.2 Checks. All checks, demands for money and notes, and similar transactions of the Corporation shall be processed in accordance with policies adopted by the Board of Directors. All payments or outgoing transactions of money must be signed or expressly approved by the Executive Director or his/her designee.

7.3 Fiscal Years. The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on July 1 and shall terminate on the following June 30.

7.4 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors, officers, or employees. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan, including reasonable interest until it is repaid. ~~[TRL note: need to confirm with Jason that payroll advances are not prohibited, as that is legally considered a loan and prohibited by this section.]~~

7.5 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the

Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

7.6 Partnerships and Joint Ventures. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any partnerships or joint ventures that the Board determines will advance the purposes and goals of the Corporation as described in the Articles of Incorporation or standing policies of the Board.

7.7 Gifts and Contributions. The Board of Directors or, by delegation, any officer may accept on behalf of the Corporation any contribution, gift, or bequest for the general purpose or for any special purpose of the Corporation.

7.8 Endowments. Any endowments for the general purposes or for any special purpose of the Corporation shall be approved by the Board of Directors.

Section 8 – INDEMNIFICATION

8.1 Indemnification. The Corporation shall indemnify to the fullest extent permitted by law each of its Officers and Directors, whether or not then in office, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof) which is based on and arises out alleged acts or omission by the Director in his/her capacity as an Officer or Director, provided that no Officer or Director shall have a right to indemnity or reimbursement with respect to matters for which the Director is adjudged liable based on gross negligence or willful misconduct in the performance of his/her duties to the Corporation.

8.2 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation against any liability asserted against and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Section.

Section 9 – AMENDMENTS

9.1 Amendments. At any meeting of the Board of Directors, the Articles of Incorporation and these Bylaws may be amended by the affirmative vote of a two-thirds majority of all Directors then in office provided that the Directors shall be provided with at least two (2) days prior notice that an amendment will be brought to a vote, which notice shall include a draft of the proposed amendment, and that no such amendment shall authorize the Board of Directors or the officers of the Corporation to conduct the affairs of the Corporation in any manner of for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code. It is recommended that these Bylaws be reviewed annually by the Governance Committee. Should any changes be deemed necessary, the Governance Committee shall present recommended changes to the full board of directors for review and a vote.