

BYLAWS OF
The GLOBE Academy, Inc.
a Georgia nonprofit corporation

Approved by the Board of Directors on 2020 August 18, 2016

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ARTICLE I

NAME, PRINCIPAL OFFICE AND PURPOSE

Section 1. *Name.* The official name of this nonprofit corporation shall be “The GLOBE Academy, Inc.” (hereinafter, “Globe”). Globe’s ~~The official complete name of The GLOBE Academy, Inc.~~, shall be used in all official business and transactions of official business of The GLOBE Academy, Inc.; provided, that, Globe ~~The GLOBE Academy, Inc.~~ shall apply to conduct business under the trade name “The GLOBE Academy” and, upon approval of said application, may use said trade name in the transaction of its business.

Section 2. *Registered Office and Agent.* The registered office of Globe ~~The GLOBE Academy~~ shall be located in the State of Georgia and The GLOBE Academy ~~Globe~~ shall at all times maintain a registered agent at the address of the registered office.

(a) *Other Offices.* The GLOBE Academy ~~Globe~~ may also have offices at such other places, both within and without the State of Georgia as the Board of Directors (the “Board”) may from time to time determine.

Section 3. The GLOBE Academy ~~Globe~~ shall be governed by its Articles of Incorporation and its Bylaws.

Section 4. *Purposes.* The purpose of The GLOBE Academy ~~Globe~~ is to organize and operate a school in Georgia that provides children with a challenging and exciting education that fosters critical thinking, global awareness, and language fluency and to take such other actions that may be necessary or proper in the pursuit of such purpose, provided that such purposes shall be in furtherance of, and not in conflict with, its tax exempt status ~~the purposes~~ set forth in Section 5 of this Article I. The mission of The GLOBE Academy ~~Globe~~ is: To foster Global Learning Opportunities through Balanced Education for children of all backgrounds. With a focus on dual-language immersion, an experiential-learning model and a constructivist approach, GLOBE inspires students to be high-performing, lifelong learners well-equipped to make a positive impact in the world.

Section 5. *Tax Exempt Status.* The GLOBE Academy ~~Globe~~ shall be operated exclusively for business league purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future U.S. internal revenue law (the “Code”). In furtherance of these purposes, The GLOBE Academy ~~Globe~~ shall act, and shall take such actions to ensure compliance with its tax-exempt status under the Code. The GLOBE Academy ~~Globe~~ is not organized and shall not be operated for profit. No part of the property or the net earnings of The GLOBE Academy ~~Globe~~ shall inure to the benefit or be distributable to any of its directors, officers, or other private persons, except that The GLOBE Academy ~~Globe~~ shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The GLOBE Academy ~~Globe~~ shall be primarily supported by government grants for the operation of a public charter pre-K through 12th grade school, private grants and donations that supplement public funding and other income from activities substantially related to business league purposes under Section 501(c)(3) of the

The GLOBE Academy Bylaws Adopted July 29, 2013; EIN: 27-1366277

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Code. Notwithstanding any other provisions of these Bylaws, The GLOBE AcademyGlobe shall not carry on any activities not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE II

BOARD OF DIRECTORS

Section 1. *General Powers.* The property, affairs, and business of The GLOBE AcademyGlobe shall be managed and directed by its Board of DirectorsBoard. The Board of DirectorsBoard shall be empowered to determine the size of the Board, provided that the Board of DirectorsBoard shall consist of not less than five (5) nor more than fifteen (15)eleven (11) directors with voting rightsor voting members. Additionally, The Executive Director, and/or Head(s) of School (“HOS”)/principal(s), for both elementary and middle schools of The GLOBE AcademyGlobe, will serve as Ex-Officio (non-voting) members of the Bboard. In the event that The GLOBE AcademyGlobe has an Executive Director on staff, the Executive Director will also serve as an ex-officio (non-voting) member of the Executive Committee. The Bboard will include at least 2 parent-guardians of current students at The GLOBE AcademyGlobe from different families. The Board shall also include at least one (1) non-parent-guardian director, who does not have any immediate family members attending Globe. Effective commencing as of the date of director elections for the year 2013-2014, a maximum of two (2) directors employed or similarly engaged with the same person or entity shall be permitted to serve at a given time on the Board of Directors. The initial Board of Directors (Founding Board) shall consist of at least three (3) persons designated as such in The GLOBE Academy’s Articles of Incorporation filed on November 22, 2009 with the Secretary of State of Georgia. The Board of DirectorsBoard shall set policy, appoint officers, and perform its duties as set forth herein.

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Section 2. *Election, Term, Vacancies.* The initial directors shall serve until the next annual election of directors. The term of office of each director shall commence upon the next election of each applicable office and run concurrently with the term of the office held by each director. The terms of directors shall be three (3) years and shall be staggered pursuant to O.C.G.A. §14-3-806, as amended; therefore, one-third of the total number of directors shall be selected annually by the other members of the Board of DirectorsBoard. In the event of the removal, resignation or other vacancy of a director, said directorship (including any officer position held by such departing director) shall be deemed vacated and shall be filled by the person succeeding to the office held by the departing director, if any. Directors shall be natural persons who have attained the age of 18 years, but need not be residents of the State of Georgia, and may be nominated by the Officers of The GLOBE AcademyGlobe, Directors serving on the Board of DirectorsBoard, Committee members serving on a Board-Appointed-created and standing committee preferably for at least six (6) months, Advisory Board members, or current Pparents, current tTeachers or current Sstudents at The GLOBE AcademyGlobe at the annual meeting set forth in Section 5(c) of this Article, — below. Board members may serve additional terms, but under no circumstances may a board member serve more than two (2) consecutive terms.

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The initial Board of Directors for Fiscal Year 2014 (2013-2014) shall be appointed by the Chair/President and designated to initial one , two , and three year terms. Thereafter, board members will serve additional three year terms after these initial terms are served as follows:

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There will be three (3) classes of board members, composed of one-third of the board.

- Class A: first term is one year (August 1, 2019-July 31, 2020through 2013-2014), followed by a

~~three year term (through 2016-2017)~~

- Class B: first term is two years (through [August 1, 2020-July 31, 2021](#))
- Class C: first term is three years (through [August 1, 2021-July 31, 2022](#))

Section 3. *Removal of Directors.* Any director may be removed from office, with or without cause, at any regular or special meeting of the [Board](#) by the affirmative vote of a majority of [all](#) directors then in office. All Directors must be given ten (10) days written notice of a meeting which includes removal of director(s) on the agenda and the specified charges. A removed director's successor may be elected or appointed at the same meeting to serve the unexpired term.

(a) ~~_____ Absences. If a Director misses two (2) consecutive Board meetings without due notice to the Board Chair, such Director shall be automatically removed from his/her Board seat and the vacancy shall be filled as provided in these Bylaws~~

; however, the Board shall consider each absence of a Director as separate circumstance and may (a) ~~(2) consecutive regular meetings of the Board of Directors Board without providing notice of such absence shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws~~; however, the Board shall consider each absence of ~~an elected Officer or~~ Director as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the [Directorsmembers](#) present at that meeting.

(b) Impediment to Organizational Mission. If a Director becomes an impediment to [Globe's](#) mission by failing to perform the Director's duties, failing to perform the Director's duties adequately, being disruptive in meetings of the [Board](#) or taking an action, whether or not in the Director's official capacity, that is inconsistent with these Bylaws or the organizational mission of [Globe](#), any Director may request a vote for removal of such Director and a vote will be placed on the agenda for the next [Regular Meeting](#) of the [Board](#). The Chair may, but is not required to, meet informally with the Director in question to outline concerns regarding [his/her](#) performance before a vote by the [Board](#) on removal.

Section 4. *Location and Conduct of Meetings and Minutes.* The minutes of any meeting shall be taken by the Secretary and be available to board members and any interested party including [Globe](#) staff, parents and students.

Section 5.

(a) *Regular Meetings.* The ~~Board of Directors~~[Board](#) shall meet no less often than quarterly. Regular meetings of the ~~Board of Directors~~[Board](#) may be held at such time and at such place as may be determined by the ~~Board of Directors~~[Board](#), with at least [\[redacted\]](#) days' notice to the public as required under the Georgia Open Meetings Act. The order of business at all meetings shall be set by the Board chair. The agenda shall include a separate report from each Board standing committee, and any appointed committees (including school-based committees such a Parent-Teacher Community Council ("PTCC")) upon the Board Chair's request.

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(b) *Special Meetings.* A Special Meeting of the Board of Directors may be called by the Chair or by any two members of the Board of Directors. Notice of the time and place of all such meetings shall be given to each member of the Board of Directors by telephone, mail, fax or e-mail, in person or by other reasonable means at least (2) two days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting.

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(c) *Annual Meeting.* A meeting of the Board shall be held every year, the date, time, and place to be fixed by the Board and notice given to all members, at least three (3) weeks in advance, for the purpose of electing Board members and offices, approving the budget for the following year, and for the transaction of such other business as may come before the meeting ("Annual Meeting").

Section 6. *Quorum.* At all meetings of the Board, a majority of directors in office at any time shall constitute a quorum for the transaction of business, and the act of a majority of the voting Directors present at a meeting where there is a quorum present shall be the act of the Board, except as may be otherwise specifically provided by law or by these Bylaws. Each director shall have one equal vote.

Section 7.
Consent of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any
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~~Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Committees shall include at a minimum: executive, finance, and education/accountability committees.~~

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~~Section 8.—Consent of Directors.~~ Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a majority of the Board or committee, as the case may be, consent thereto in writing, including electronic communication, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same force and effect as an affirmative vote of the Board of Directors.

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Section 9. *Compensation of Directors.* Directors shall not be entitled to any compensation for their services as Directors or members of any committee of the Board of Directors, except that by

resolution of the ~~Board of Directors~~Board, a director shall be allowed reimbursement for any reasonable expenses incurred on behalf of ~~The GLOBE Academy~~Globe and expenses, if any, for attendance at each meeting of the Board.

Section ~~409~~. *Public Records*. ~~The GLOBE Academy~~Globe is subject to and shall comply with the Georgia Open Records Act §50-18-70 *et seq.* ~~The GLOBE Academy~~Globe shall maintain its adopted policies, budgets, meeting agendas and minutes and shall make such documentation available for public inspection.

Section 10. *Open and Public Meetings Act*. Globe is subject to and shall comply with the Georgia Open & Public Meetings Act, O.C.G.A. §50-14-1 *et seq.*

Section 11. *Conflict of Interest*. Board members shall comply with the ethics and conflict of interest provisions applicable to members of the Dekalb County Board of Education. Board members shall not participate in discussions or votes related to any Globe business transactions or affairs which would cause an actual, or would give appearance of a, conflict of interest.

ARTICLE III

COMMITTEES

Section 1. *Standing Committees*. The Board, by resolution adopted by the majority of the Directors, may designate from among the Board one or more committees, each of which shall consist of at least one director. Any such committee, to the extent provided in the resolution, shall provide recommendations for action to be voted upon by the Board and, to the extent provided in the resolution, shall have and may exercise the powers of the Board. The Chair of Globe shall appoint the members and chairperson of such the Standing Committee, with approval of the majority of the Board Members present at the applicable meeting. Any member of such committees thereof may be removed by either the Chair or the appointed committee chairperson whenever in the Chair's (or the committee chair's) judgment, the best interest of Globe shall be served by such removal. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board, or officer, or any individual director, of any responsibility imposed by law.

The standing committees and their respective responsibilities are as follows:

Academic Committee: This committee is charged with defining Globe's education standards in accordance with our charter promises, devising measures to monitor goals, establishing strategies and plans to build our three language tracks, and developing plans to grow, retain, and hire exemplary teachers.

Charter Renewal Committee: This committee leads the planning for Globe's charter renewal. Globe, like every charter school, operates under a charter. The Charter Contract approval is valid for 5 years. In year 4 of 5, all charter schools must submit a request for charter renewal. This process includes demonstrating that the school has met or is moving towards meetings its proposed goals as laid out in the charter.

Communications Committee: This committee works to make sure that the Globe brand and vision are

clearly communicated amongst stakeholders and throughout the Globe community. This committee also oversees Globe's website and social media platforms, helps to increase stakeholder awareness, and garners stakeholder feedback through information sessions and key surveys throughout the year.

Development Committee: This committee oversees Globe's largest fundraisers, including the annual fund, to meet Globe's budgetary needs. The Development Committee also leads Globe's efforts on securing grants and will be responsible for Globe's capital campaign.

Diversity Committee: This committee is responsible for the following objectives: ensuring that the diversity of our student body meets or exceeds the diversity from the population from which our students are drawn; establishing an ongoing diversity-related goal which includes training for faculty, staff and the Board; creating goals to mentor, promote and retain a diverse faculty, staff and Board; and facilitating other diversity-related initiatives in conjunction with the HOS, Board and other relevant stakeholders.

Facilities Planning Committee: This committee oversees implementation of facility renovations and maintenance. Having been in place since Globe's inaugural year, the committee has provided guidance on building improvements, real estate procurement, lease agreements, expansion planning and design and construction.

Finance Committee: This committee works with the HOS and Chief Financial Officer ("CFO") to create the upcoming fiscal year budget; present budget recommendations to the Board; monitor implementation of the approved budget on a regular basis and recommend proposed budget revisions; select and oversee auditor selection, conduct financial research, recommend to the Board appropriate policies for the management of the charter school's assets.

Governance Committee: This committee is responsible for board member recruitment, nomination, orientation, training, and evaluation of Board members in accordance with the bylaws and policies and practices approved by the Board. This committee also reviews and recommends changes to bylaws and board policies as needed.

Head of School Evaluation and Support Committees: This committee is responsible for designing and developing, in conjunction with the HOS, a year-round process for the Board to continually strengthen its partnership with the HOS, establish clear annual goals, structure a process for the Board to provide feedback throughout the year and to complete a formal annual evaluation of the HOS's performance.

Strategic Planning Committee: This committee is responsible for creating, reviewing, and proposing changes to the school's long-term strategic plan. The committee includes the HOS, other board members, select teachers, and chair(s) of the PTCC and or the PTCC's Foundation, if any.

Section 2. *Board-Appointed Committees.* In addition to the standing committees, the Chair may appoint other committees to fulfill a need. Any appointed committees shall be chaired by a member of the Board. The duration of the committee, members, and duties shall be outlined by the Chair and presented to the Board and approved by two-thirds (2/3) vote.

Sub-committees are generally ongoing committees.

Task forces are created by the Board to address specific projects or issues. Task forces are temporary committees which are dissolved once the specific issue they were created for has been addressed.

Responsibilities of the sub-committees and task forces may be reduced or expanded by the Board or upon recommendation of the particular sub-committee or task forces concerned and after discussion/approval by the Board. Other sub-committees and task forces may be established as the need arises. All sub-committees and task forces shall report to the Board.

In addition, all sub-committees and task forces must present a status report to the Board at least once each year. Sub-committees and task forces are welcome to present more often if there are matters requiring Board approval or attention – this should be coordinated through the chair of the sub-committee.

The Board is Globe's legal representative body and has final authority to approve all recommendations made by committees, and task forces.

Section 3. *School-Based Committees (e.g. Advisory Board, School Council or Parent-Teacher Association).* The Board may establish an Advisory Board, School Council, parent advisory committee such as the PTCC or such other advisory committees or advisory boards consisting in whole or in part of persons who are not directors as it deems necessary or desirable to assist in its mission. The number of members on the Advisory Board, School Council and PTCC and the manner of their appointment shall be established by the majority vote of the Directors then in office. The Board may discontinue any such committee at the Board's discretion. It shall be the function and purpose of each such committee or body to advise the Board. Each such committee or body will have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation or these Bylaws, as the Board may prescribe; provided, however, that no such advisory committee or board will have the authority to act on behalf of the Board. Appointments to, and the chair of, any such advisory committees or boards will be made by the Chair unless the Board provides otherwise.

ARTICLE IV

BOARD VACANCIES

Section 1. *Resignations.* Any director or officer may resign such position at any time, such resignation shall be made in writing and take effect from the time of its receipt by Globe, unless some other time may be fixed in the resignation, and then from that date. If an officer resigns, such officer will be deemed to resign its position on the Board, if applicable. The resignation shall not become effective only upon the Board's acceptance.

Section 2. *Filling Vacancies.* If the office of any officer or director becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the remaining members of the Board, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

Section 3. *Newly Created Officer.* Any office to be filled by reason of an increase in the number Officers shall be filled by election by a majority vote by the Board.

ARTICLE V

OFFICERS

Section 1. *Number and Qualifications of Officers.* The officers of Globe shall include a Chair, Vice-Chair, a Secretary, a Treasurer as stipulated in the Articles of Incorporation and such other positions as created from time to time by the Board. The Board may from time to time create and establish duties of such officers consistent with the Articles of Incorporation and these Bylaws.

Section 2. *Election and Term of Office.* The Officers shall be elected by a majority of the Board present or by proxy at the Annual Meeting. Directors Officers shall be elected by a majority of the Board present or by proxy at the Annual Meeting. Directors who do not attend the Annual Meeting or provide a vote by proxy shall waive their right to vote for officers at the Annual Meeting. Each officer shall serve for a term of three (3) years or until their successors are elected, as set forth in Article II Section 2 above.

Section 3. *Duties.* The duties of the officers shall include the following:

(a) Chair shall be the senior executive officer of The GLOBE AcademyGlobe, who shall have general and active management of The GLOBE AcademyGlobe. The Chair shall, see that all orders and resolutions of the Board of DirectorsBoard are carried into effect. The Chair and officers designated by the Chair shall have the power and authority to execute all contracts requiring a seal, under the seal of The GLOBE Academy all deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except where the execution thereof shall be expressly delegated by the Board of DirectorsBoard to some other officer or agent of The GLOBE AcademyGlobe, or is required by law to be otherwise signed or executed. The Chair shall have the authority to institute or defend legal proceedings when the members are deadlocked. Unless otherwise determined by the Board of DirectorsBoard, the Chair shall also have the title of "President." An individual may serve as Chair again as long as they are off the Board for a minimum of two (2) years before serving as Chair again.

(a) _____

(b) Vice-Chair shall assist the Chair in his/her duties and perform any other duties as needed to carry out the purposes of The GLOBE AcademyGlobe. In the absence of the Chair, the Vice-Chair shall exercise the powers of the Chair. The Vice-Chair shall also succeed the outgoing Chair at the expiration or termination of the Chair's term.

(c) The Secretary shall record the minutes of the meetings of the Board of DirectorsBoard, see that all notices are duly given in accordance with the provisions of these By-laws, be custodian of The GLOBE AcademyGlobe records, and perform such duties as from time to time may be assigned to him/her by the Chair or the Board of DirectorsBoard.

(e) The Treasurer of The GLOBE AcademyGlobe shall assure that the Globe CFOFO keeps and maintains, or causes to be kept and maintained, adequate and correct accounts of the properties and business transactions of Globe Academy, including accounts of its assets, liabilities, receipts, disbursements and fund balances. The books of account shall be open to inspection by any Board member during Globe's business hours. _____

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(e) —

The Treasurer shall assure that the CFO deposits, or causes to be deposited, all money and other valuables in the name and to the credit of ~~the Globe Academy~~Globe with such depositories as may be designated from time to time by the Board. The Treasurer shall provide oversight to the investment and reinvestment of funds of ~~the Globe Academy~~Globe as may be directed by the Board of Trustees. The Treasurer shall assure that the CFO disburses the funds of ~~the Globe Academy~~Globe as may be directed by the Board, and shall render to the Board, upon request, but no less than quarterly, an account of all transactions and the financial condition of ~~the Globe Academy~~Globe. The Treasurer shall present a financial report of operations since the last preceding regular Board meeting, to the Board at all ~~Regular~~ ~~Me~~etings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

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The Treasurer shall ensure that all members of the board fully comprehend the financial matters of ~~the Globe Academy~~Globe and receive reliable and timely ~~Board reports~~ ~~information~~ regarding those matters. The Treasurer shall: Understand financial accounting for nonprofit organizations or charter schools, and work with the CFO or other appropriate school leadership to deliver accurate and complete financial reports as required for district or state reporting. Assures all records of school accounts are kept current. The Treasurer shall handle all work related to school's financial affairs with integrity and care. Proposes fiscal policies and internal controls for board approval.

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The Treasurer shall be the chair of the Finance Committee. The Treasurer, as chair of the Finance Committee, annually shall recommend an auditing firm to be hired by the Board of Trustees to review the books of ~~Globe~~ and provide an annual response on the audit and adequacy of internal controls to the Board of Trustees.

The Treasurer shall possess qualifications as required by the district and/or state.

(e) ~~Trustee Emeritus. The Board may also establish Trustee Emeritus membership to honor past Board members who have specialized knowledge or qualifications to act in an advisory capacity. The Board Chair and Executive Director will nominate past Board members for this role. Approval from the Board requires a two-thirds (2/3) majority vote. This position shall be non-voting and held for a three (3) year term.~~

Section 4. *Compensation of Officers.* Officers shall not be entitled to any compensation for their services as Officers, except that by resolution of the ~~Board~~. ~~An officer shall be allowed reimbursement for any reasonable expenses incurred on behalf of~~ ~~Globe~~ and expenses, if any, for attendance at each meeting of the officers.

~~Section 5. *Advisory Board, School Council or Parent Teacher Association.* The Board of Directors may establish an Advisory Board, School Council, Parent Teacher Association or such other advisory committees or advisory boards consisting in whole or in part of persons who are not directors as it deems necessary or desirable to assist in its mission. The number of members on the Advisory Board, School Council and Parent Teacher Association and the manner of their appointment shall be established by the majority vote of the Directors then in office. The Board of Directors may discontinue any such committee at the Board of Directors' pleasure. It shall be the function and purpose of each such committee or body to advise the Board of Directors. Each such committee or body will have such powers and perform~~

such specific duties or functions, not inconsistent with the Articles of Incorporation or these Bylaws, as the Board of Directors may prescribe; provided, however, that no such advisory committee or board will have the authority to act on behalf of the Board of Directors. Appointments to, and the chair of, any such advisory committees or boards will be made by the Chair unless the Board of Directors otherwise provides.

ARTICLE IV

Section 1. Resignations. Any director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by The GLOBE Academy, unless some other time may be fixed in the resignation, and then from that date. If an officer resigns, said officer will be deemed to resign its position on the Board of Directors. The acceptance of the resignation by the Board of Directors shall not be required to make it effective.

Section 2. Filling Vacancies. If the office of any officer or director becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the remaining members of the Board of Directors, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

Section 3. Newly Created Officer. Any office to be filled by reason of an increase in the number Officers shall be filled by election by a majority vote by the Board.

ARTICLE VI

LIABILITY AND INDEMNIFICATION

Section 1. The officers, directors and members of Globe shall not be personally liable for the debts, liabilities or obligations of Globe.

Section 2. *Indemnification.* The GLOBE AcademyGlobe shall indemnify and hold harmless to the fullest extent permitted by the Georgia Nonprofit Corporation Code ("GNCC"), any individual who is a pParty to a pProceeding because he or she is or was a Director or Officer against liability incurred in the pProceeding if such individual (a) conducted himself or herself in good faith and (b) reasonably believed: (i) in the case of conduct in his or her Official Capacity, that his or her conduct was in the best interests of The GLOBE AcademyGlobe; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of The GLOBE AcademyGlobe; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; provided, however, that The GLOBE AcademyGlobe shall not indemnify a Director or Officer under this Article for any Liability incurred in a Proceeding in which the Director or Officer is adjudged liable to The GLOBE AcademyGlobe or is subjected to injunctive relief in favor of The GLOBE AcademyGlobe for: (i) any appropriation, in violation of his or her duties, of any business opportunity of The GLOBE AcademyGlobe; (ii) acts or omissions which involve intentional misconduct, gross negligence, or a knowing violation of law; (iii) the types of liability set forth in GNCC Section 14-3-851; or (iv) any

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transaction from which he or she received an improper personal benefit. For purposes of this Article, the terms “party”, “proceed-ing”, “director” and “liability” shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors.

Section 3. Determination and Authorization of Indemnification. Except as provided in Section 2 of this Article, and except as may be ordered by a court, any indemnification hereunder shall be made by Globe only as authorized in the specific case upon a determination that indemnification of the member, officer, employee, or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 2. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, by majority vote of a committee duly designated by the Board, consisting solely of two (2) or more members not at the time parties to the action, suit, or proceeding; or (c) by special legal counsel employed by Globe for that purpose. Authorization of indemnification or an obligation to indemnify, and evaluation as to reasonableness of expenses, shall be made in the same manner as the determination that indemnification is permissible.

Section 4. Advance for Expenses of Directors. Globe shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding, in advance of final disposition of the proceeding, if:

(a) The Director furnishes The GLOBE Academy a written affirmation of the Director's good faith belief that the Director has met the standard of conduct set forth in Section 2 above; and

The Director furnishes Globe a written and notarized undertaking, executed personally or on the Director's behalf, to repay any advances if it is ultimately determined that the director is not entitled to indemnification.

The written undertaking required by this paragraph (b) above must be an unlimited general obligation of the Director, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 5. Insurance. Globe may purchase and maintain insurance on behalf of any person who is or was a Board Member, Officer, employee, or an agent of Globe, or is or was serving at the request of Globe as a member, officer, employee, or agent of another corporate entity, partnership, joint venture, trust, or other enterprise, against any liability asserted against them or incurred by them in that capacity, or arising from their status as such, whether or not Globe would have the power to indemnify them against such liability under the provisions of this Article.

Section 4. This Article constitutes a contract between Globe and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE VII

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DISSOLUTION

Section 1. The ~~Board of Directors~~Board may by written consent of not less than 2/3 of the members vote to dissolve ~~The GLOBE Academy~~Globe at any time. Except in the case of involuntary dissolution or reorganization with the purpose of continuing to operate as a public K12 charter school, if the school is in operation with students attending ~~The GLOBE Academy~~Globe at the time of dissolution, the dissolution will not take effect until the end of the then current school year.

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Section 2. In the event of dissolution of ~~The GLOBE Academy~~Globe whether voluntary or involuntary or by operation of law, none of the property of ~~The GLOBE Academy~~Globe nor any proceeds thereof nor any assets of ~~The GLOBE Academy~~Globe shall be distributed to any ~~De~~irectors, ~~Officers~~ or ~~employees~~staff, but after payment of the debts of ~~The GLOBE Academy~~Globe its property and assets shall be given to an exempt purpose 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 the benefit of public education as selected by the then ~~Board of Directors~~Board so long as no part thereof inures to the benefit of any ~~De~~irector or ~~O~~fficer.

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ARTICLE VIII

GENERAL PROVISIONS

Section 1. *Execution of Instruments.* All checks or demands for money and notes of ~~Globe~~ shall be signed by such officer or officers or such other person or persons as the ~~Board~~ or Chair may from time to time designate.

Section 2. *Fiscal Year.* The Fiscal Year of ~~Globe~~ shall begin on July 1 and end June 30 of each year, with the initial fiscal year to commence on the date of incorporation. Not later than three months after the close of each fiscal year, ~~Globe~~ 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.

Section 3. *Authorization for Expenditures.* Any ~~Director or Officer~~ may authorize expenditures of ~~no more than Twenty-Five~~ Thousand Dollars (\$25,000) ~~for each expense.~~ Each expenditure of over ~~Twenty-Five Thousand~~ Dollars (\$25,000.00), but less than ~~Fifty~~ Thousand Dollars (\$50,000) must be jointly authorized by two ~~Directors.~~ Each expenditure in excess of ~~Fifty~~ Thousand Dollars (\$50,000) must be approved by a majority of the ~~Board in attendance at the applicable meeting.~~

Section 4. *Contract Execution.* In addition to the ~~Board~~ Chair and Vice-Chair, members of the leadership team (e.g. Executive Director or ~~HOS~~Principal, Director of Operations/~~CFO~~, and/or ~~other authorized person~~ ~~Director of Policy and Partnerships~~) may execute any contract not exceeding ten thousand dollars (\$10,000) for the fiscal year without authorization from the Board. These designated leadership team members may execute any contract over ten thousand dollars (\$10,000) but below Fifteen

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thousand dollars (\$15,000) for the fiscal year upon approval by any two ~~Directorsofficers~~ of the ~~B~~board. Designated leadership team members may execute any contract in excess of Fifteen Thousand Dollars (\$15,000) after approval by a majority of the ~~Board of Directors~~Board.

Commented [AR2]: Who are the designated leadership team members or should we just delete and defer to the new thresholds?

Section 5. *Charter Management Company.* ~~Globe~~ will not be managed directly or indirectly by a for-profit management company and/or service provider in accordance with the business league purposes of ~~Globe~~ within the meaning of Section 501(c)(3) of the Internal Revenue Code. The ~~Board~~ by a majority vote may choose to be managed directly or indirectly by a not-for-profit management company or service provider that has been certified as a 501(c)(3) nonprofit by the Internal Revenue ~~Code~~.

Commented [AR3R2]: Sharon: we need to check with the finance committee to see what the levels are. Also, check other schools for language. Is this normal?

Section 6. *Nondiscrimination Policy.* ~~Globe~~ shall provide students of any race, color, national and ethnic origin all the rights, privileges, programs and activities generally accorded or made available to students at ~~Globe~~. ~~Globe~~ shall not discriminate on the basis of race, color, national and ethnic origin in the administration of its educational policies, admissions policies, and athletic and other school- administered programs.

ARTICLE IX

AMENDMENT OF BYLAWS

The Bylaws may be amended, repealed, or altered in whole or in part, and new Bylaws may be adopted, by a two-thirds vote of the ~~Directors~~ entitled to vote at any meeting of the ~~Board~~, duly called and at which a quorum is present.

ARTICLE X

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EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article X shall be operative during any emergency in the conduct of the operations and affairs of Globe resulting from any catastrophic event, including but not limited to, national or global pandemics, because of which a quorum of the corporation's members cannot be readily assembled, notwithstanding any different provision in the preceding Articles of these Bylaws or in the Articles of Incorporation of Globe or in the GNCC. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding Articles shall remain in effect during such emergency, and upon its termination the Emergency Bylaws shall cease to be operative. During any such emergency:

(a) A meeting of the Board may be called by any board member of Globe. Notice of the place, date, and hour of the meeting shall be given by the person calling the meeting to such of the members as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) A quorum shall only require at least two (2) Board member or and any other Board members available.

(c) Either before or during any such emergency, the Board may provide and from time to time modify lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

These Emergency Bylaws shall be subject to repeal or change by further action of the Board, but no officer, member, or employee acting in accordance with these Emergency Bylaws shall be liable for any corporate action taken in good faith. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XI

REQUIRED INFORMATION FOR CHARTER SCHOOL APPLICATION

Section 1. *Required Information for Public Charter School.* This Article contains information required by the Georgia School Code as follows:

Section 2. *Governance Structure of Public Charter School.* In addition to the provisions of these Bylaws, additional provisions for the governance structure are set forth in the charter contract, effective July 1, 2018 (“Charter Contract”).

Section 3. *Educational Goals.* The educational goals and objectives of Globe are set forth in the Charter Contract. The educational scope and sequence, and assessments of the corporation are set forth in the charter contract. These educational goals fulfill at least one of the purposes set forth in the Georgia School Code.

Section 4. *Curriculum.* The curriculum plan of Globe is set forth in the Charter Contract. The curriculum, together with the educational goals and programs, fulfills at least one of the purposes set forth in the Georgia School Code.

Section 5. *Methods of Pupil Assessment.* The methods of pupil assessment of Globe are set forth in the Charter Contract.

Section 6. *Admission Policy and Selection Process.* The admission policy and selection process of Globe are set forth in the charter contract.

Section 7. *School Calendar and School Day Schedule.* The school calendar and school day schedule of Globe are set forth in the Charter Contract.

Section 8. *Grade Range of Pupils to Be Enrolled.* The age or grade range of pupils to be enrolled by Globe are set forth in the Charter Contract.

Section 9. *Annual Reporting.* An annual report outlining the previous year's progress by ~~the GLOBE Academy~~ Globe to the Georgia Department of Education (“DOE”) ~~and~~ to parents and

guardians of students currently enrolled in the school-~~and to the Department of Education~~ no later than October 1 of each year. The report shall contain, but is not limited to:

- (a) An indication of progress toward the goals as included in the charter;
- (b) Academic data for the previous year, including state academic accountability data, such as standardized test scores and adequate yearly progress data;
- (c) Unaudited financial statements for the fiscal year ending on June 30, provided that audited statements conducted by an independent Georgia licensed Certified Public Accountant will be forwarded to the local board and state board upon completion;
- (d) Updated contact information for Globe and the administrator;
- (e) Proof of current nonprofit status, if applicable;
- (f) Any other supplemental information that Globe chooses to include or that the state board requests that demonstrates Globe's success.

Section 10. *School's Commitment to Comply with Laws.*

Globe's commitment to comply with all applicable laws is set forth in the CharterContract.

CERTIFICATION

I, Anita Patel, Secretary of The ~~GlobeLOBE~~ Academy, Inc., a Georgia nonprofit corporation ("~~Globe~~"), hereby certify that the attached *Bylaws* were adopted by the Board of Directors of ~~The GlobeLOBE Academy, Inc.~~, in a legally called meeting held on August 2, 2017. After being put to a vote, the following directors of ~~the GlobeLOBE Academy~~, which represent the number of votes sufficient for its approval, approved these Bylaws on August 2, 2017.

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IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of August, 2017.

The ~~GlobeLOBE~~ Academy Inc.,
A Georgia nonprofit corporation

By: _____
Anita Patel, Secretary