

SUMMARY OF PROPOSED CHANGES TO GLOBE ACADEMY'S BYLAWS

February 26, 2020

Section	Current Language	New Language	Notes
Entire Document	"GLOBE Academy, Inc.", "the Board of Directors"	Use of defined terms, e.g. "Globe," "Board"	Simplify and more precise In the subsequent parts, if only changes of wording of defined terms, will not be shown as changed.
Art. I, Sec.1 Name	The name of The GLOBE Academy shall be used in all transactions; provided that The GLOBE Academy shall apply to conduct business under the trade name ...	The official name shall be "The GLOBE Academy, Inc." Globe's official name shall be used in all official business and transactions.	
Art. I, Sec. 4 Purposes		Inserting, the purpose shall not be in conflict with "[Globe's] tax exempt status."	Clarifying the tax status of the school
Art, II, Sec.1 General Powers of Board	- Board consists of 11 directors	<ul style="list-style-type: none"> - Increased to 15 directors - Adding the requirement of at least 1 non-parent/guardian director - Deleting "a maximum of 2 directors employed or similarly engaged with the same person or entity shall be permitted" - Deleting the language of initial board 	
Art. II, Sec.2 Election, Term, Vacancies		<ul style="list-style-type: none"> - Deleting initial directors - Adding a limitation for terms: 2 consecutive terms max - Updating the terms of the three classes of directors 	

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Art. II, Sec.4		Removing “Board must operate in accordance with OCGA 50-14-1,” the deleted part becomes the new independent Sec.10.	
Art. II, Sec.5 Sec. 5.1 Regular Quarterly Meetings	Originally one section on meetings.	<ul style="list-style-type: none"> - [] days of notice, to be determined - Added, Board Chair to decide the order of business of meetings - Added content about what reports need to be included in monthly agenda 	
Art. II, Sec.5.2 Special Meetings		Separated from the original Sec.5 to become an independent section of Special Meetings	
Art. II, Sec.5.3 Annual Meeting		To be held on a certain time every year, notice given 3 weeks in advance, for election and budget approval.	
Art. II, Sec.7 Consent of Directors	The original Sec.7 about Committees is deleted. Committees becomes the new Art. III.	The new Sec.7 is the original Sec.8, with only minor changes of terms.	
Art. II, Sec.8 Director Compensation	The original Sec.8 is now Sec.7	The original Sec.9 is now Sec.8, only minor changes of terms.	
Art. II, Sec.9 Public Records	The original Sec.9 is now Sec.8	The original Sec. 10 of Public Records is now Sec.9, only minor changes of terms.	
Art. II, Sec.10 Open and Public Meetings Act		New Section, came from the original Sec. 4 language of Open & Public Meeting Act, OCGA 50-14-1.	
Art. II, Sec.11 Conflict of interest		Comply with the Dekalb County Board of Education rules, shall not	

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		participate in discussions with conflicts.	
Art. III, Sec.1 Standing Committees	New Article, new Section.	Details of the responsibilities of the committees.	
Art. III, Sec.2 Board-Appointed Committees	New Article, new Section.	Board may appoint Committees to meet needs, such committee must be chaired by a Board Member, details to be approved by 2/3 Board vote.	
Art. III, Sec.3 School-Based Committees	New Article, new Section.	Board may determine, by majority vote of Directors.	
Art. V, Sec.2 Election and Term of Office	<ul style="list-style-type: none"> - Initial D/O - Board Election Meeting to elect officers - One year term 	<ul style="list-style-type: none"> - Deleting the content of initial D/O - Elect officers at Annual Meetings - Three year term 	
Art. V, Sec.3 Duties	<p>(a) Chair. Chair and officers designated by Chair have authority to execute contracts requiring s seal</p> <p>(b) Vice Chair</p>	<p>(a) “all deeds, mortgages, bonds, contracts or other instruments which Board has authorized to be executed”; Adding “Chair shall have authority to institute or defend legal proceedings when members are deadlocked”; Adding “before serve as Chair again, must be off Board for at least 2 years”</p> <p>(b) Adding “Vice Chair to succeed the outgoing chair at expiration or termination of the term.”</p> <p>(e) Trustee Emeritus</p>	

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	(e) newly added	For past Board members who have specialty to advice; need 2/3 approval of Board; 3-year term	
Art. V, Sec.5 Advisory Board, School Council or Parent Teacher Association	Deleted	The original content is under the new Art. III Sec.3, School Based Committees.	
Art. VI, Sec.2 Indemnification		Adding exception of Globe's indemnification. Globe is not responsible for D/O's gross negligence.	
Art. VI, Sec.3 Determination and Authorization of Indemnification	Newly added	Determination to indemnify is to be made by (1) majority of a Board quorum, (2) majority vote of a duly designated committee, or (3) special legal counsel	
Art. VI, Sec. 5 Insurance	Newly added	Globe shall purchase and maintain insurance for Globe-related matters for director, officer, employee, and agent.	
Art. VIII, Sec.3	Authorization for Expenditures - \$10k for one director - \$15k for two directors - Over \$15k, majority of the Board	Proposed change - \$25k for one - \$50k for two - Over \$50k for the majority of the Board	
Art. VIII, Sec.4	Designated Leadership may execute contracts over \$15k with Board authorization	- Need to clarify who are the "Designated Leadership" - May need to change the threshold to be in accordance with the adjusted amount in Sec.3	

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Art. X Emergency Bylaws	Newly added Article	If cannot assemble a quorum in a catastrophic event, an officer/member can call a Board meeting, quorum can be one, can modify succession line, can make necessary amendments, unchanged provisions remain effective.	
Art. XI Required Information for Charter School Application	The original Art. IX	Other than changes of terms, the only change is in Sec.9. adding qualification of “currently” to “enrolled students.”	