



The Main Street Academy

Governance Committee Meeting

Date and Time

Tuesday July 21, 2026 at 6:30 PM EDT

Location

Virtual/Remote Meeting

Agenda

	Purpose	Presenter	Time
I. Opening Items			6:30 PM
A. Record Attendance			1 m
B. Call the Meeting to Order	Discuss	Tangi Bush	1 m
C. Approve Minutes	Approve Minutes	Tangi Bush	3 m
Approve minutes for Governance Committee Meeting on April 28, 2026			
II. Election of Board Officers, Committee Chairs, & Committee Assignments			6:35 PM
A. Review and Election of Officers	Discuss	Kanetha Stephens	5 m
President/Chair			
Vice Chair			
Secretary			
Treasurer			

	Purpose	Presenter	Time
(Descriptions Included Page 5 Attachment - Bylaws)			
B. Election of Committee Chairs	Discuss	Kanetha Stephens	5 m
Budget & Finance Committee (Treasurer) Academic & School Performance Committee Governance Committee Executive Committee (President) (Descriptions Included Page 6 Attachment - Bylaws)			
C. Board Member Committee Selections	Discuss	Kanetha Stephens	5 m
Each board member must be on one or more committees -Budget & Finance Committee -Academic & School Performance Committee -Governance Committee *Board Officers are automatically assigned to the Executive*			
III. Closing Items			6:50 PM
A. Adjourn Meeting	FYI	Tangi Bush	1 m

Coversheet

Approve Minutes

Section:	I. Opening Items
Item:	C. Approve Minutes
Purpose:	Approve Minutes
Submitted by:	
Related Material:	Minutes for Governance Committee Meeting on April 28, 2026

APPROVED



The Main Street Academy

Minutes

Governance Committee Meeting

Date and Time

Tuesday April 28, 2026 at 5:00 PM

Location

Remote

Join from PC, Mac, iPad, or Android:

<https://us06web.zoom.us/j/83088479379?pwd=fbVlsWLX4do1IBxYfzAbTdOaPETQ2A.1>

Passcode:tmsa

Committee Members Present

C. Jade Rutland, Esq, Dr. Chad Owes, Kanetha Stephens

Committee Members Absent

Michael Glanton, Tangi Bush, Esq.

Guests Present

Keyona Revere, Sharmaine Mercer, Tangie Warrior, Yvonne King-Dixon

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

Kanetha Stephens called a meeting of the Governance Committee Committee of The Main Street Academy to order on Tuesday Apr 28, 2026 at 5:34 PM.

C. Approve Minutes

II. Board Succession Planning

A. Review of Candidates & Qualifications

Adding of members

III. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 6:28 PM.

Respectfully Submitted,
Kanetha Stephens

Coversheet

Review and Election of Officers

Section:	II. Election of Board Officers, Committee Chairs, & Committee
Assignments	
Item:	A. Review and Election of Officers
Purpose:	Discuss
Submitted by:	
Related Material:	TMSABylaws_April2024.pdf



BYLAWS

OF

TMSA, Incorporated

Last Revised May 28, 2024

ARTICLE I

NAME AND LOCATION

Section 1.1. Name. The name of the corporation is TMSA, Incorporated. (“the Corporation” or “the School”).

Section 1.2. Location. The principal office of the Corporation shall be located at 2861 Lakeshore Drive, College Park, Georgia, 30337.

ARTICLE II

PURPOSE

Section 2.1. Purpose. The Corporation is a not-for-profit corporation organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, without limitation: (a) to operate a public charter school in the State of Georgia (the “School”) pursuant to a charter agreement (the “Charter”) therefore; (b) to exercise all rights and powers consistent with applicable laws of the State of Georgia upon non-stock corporations, including but without limitation thereon, to raise funds, to receive gifts, devices, bequests and contributions, in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes; and (c) to engage in any other activity that is connected with or in advancement of the foregoing purposes of Section 501(c)(3) of the Code; provided, the powers of the Corporation shall never be inconsistent with the purposes of the Corporation stated above, the State of Georgia or the Constitution of the United States..

Section 2.2. Nondiscriminatory policy. The Corporation operates a school that offers equal educational opportunity and all of the rights, privileges, programs, and activities generally accorded or made available to all students at the school to all persons without regard to race, religion, sex, creed, color, national origin, age, handicap or disability. The School does not discriminate based on race, color, national and ethnic origin in the administration of its educational policies, admissions, hiring, board member selection, and other school-administered programs.

ARTICLE III

GOVERNING BOARD

Section 2.1 Governing Board. The business, affairs and property of the School shall be supported, conducted, and directed by a governing board (the “Governing Board”) which, in addition to the powers and duties conferred on it under the laws of the State of Georgia, shall have the authority to:

- (a) Govern the School; with full allegiance to the mission of the School.
- (b) Approve the hiring recommendation made by the Executive Committee as it pertains to the Executive Director
- (c) Approve policies proposed by the leadership and management of the School
- (d) Delegate to the Executive Director the authority to employ and contract with non-instruction and instructional employees of the School;
- (e) Support the management of the school in contracting for other services related to the School, including but not limited to transportation, financial accounting, and legal;
- (f) Approve the pay scales and performance criteria for School employees established by the leadership and management of the School;
- (g) Monitor and approve as necessary other matters presented or recommended by the management of the School as related to the operation of the School, including budgeting, curriculum, and, operating procedures;
- (h) Support the leadership and management of the school in ensuring that the School will adhere to the same health, safety, civil rights, and disability rights requirements as are applied to all public schools operating in the same school district;
- (i) Specify when it is appropriate to borrow money on behalf of the corporation;
- (j) Develop the long-term financial plan and work in partnership with the Executive Director to raise funds through fundraising and other efforts;
- (k) Purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation; and
- (l) make binding interpretations of the provisions of these bylaws (the “Bylaws”).

Section 2.2. Performance of Duties. Each director of the Governing Board (a “Director”) shall perform all duties in good faith and with that degree of diligence, care, and skill including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2.3. Structure. The Governing Board shall be comprised of at least five (5) and not more than twelve (12). Thereafter, the number of Directors may be increased or decreased from time to time by a majority vote of a quorum, provided that no director loses his or her office by such a vote. Provided that any increase or decrease of the number of directors beyond the limits established in this section will be by amendment of these Bylaws, provided that the Governing Board may not consist of fewer than five (5) Directors at any time. Ex officio members of the board as defined in section 2.9 of these bylaws will not count for the purposes of establishing a quorum, or calculating the minimum and maximum number of directors on the governing board. When possible, subject to qualified and interested persons, the board will seek to maintain at least one (1) non-parent/family member of the School and additional directors with background or professional experience in the following fields. one (1) educator/education, one (1) finance, one (1) legal/policy, one (1) fundraising & development, one (1) human resources or employee relations, and one (1) non-profit

Section 2.4 Election and Term of Office. Directors shall be elected by a majority vote of the Directors then in office. Directors shall hold office for the earlier of a term of three (3) years or their earlier death, resignation or removal. For the purposes of this amendment dated May 28, 2024. Directors currently on the board will add their continuous service to determine where they are in their 3-year commitment, not to exceed one (1) additional year. The board shall seek to add new members each year to create consistency in succession.

Section 2.5. Qualification. Each Director shall be at least eighteen years of age, may not be an employee of the Corporation, with the sole exception of person(s) reporting directly to the board, or any Educational Management Organization contracted to assist in operating the school. Each Director may not have been convicted of any felonies and must, at least annually or additionally at the request of the Governing Board, undergo a background check. The Executive Director of the School will serve as an ex-officio member of the Governing Board with no voting privileges. The Principal may also serve as ex-officio member with no voting privileges.

Section 2.6. Vacancies. Vacancies on the Governing Board should be staggered in one (1) year increments, including those resulting from an increase in the number of Directors to serve on the Governing Board, shall be filled by a majority vote of the existing members of the Governing Board. Each Director elected to fill a vacancy created by the removal, resignation or inability to serve of a Director shall serve for the balance of the unexpired term of such Director or until his successor is duly elected and qualified. Provided, however, that the Board of Directors may by majority vote choose not to fill a vacancy, so long as the membership of the Board of Directors is in compliance with Section 2.3 of these bylaws.

Section 2.7. Duties of the Executive Director. shall work with the chair of the board and committee chairs to establish the agendas for each meeting. Shall recommend policies to the board, provide information and drafts of written policies, develop regulations, and disseminate information on the impact specific policies have on the school and organization. The Executive Director is responsible for the effective operation of the school and organization; for the general day-to-day administration of all financial, instructional, business, or other operations of the school and organization; Advises and provides recommendations to the governing board for such activities.

Section 2.8. Staff/Faculty Representative. The governing board will allow one or two Staff/Faculty Representatives to serve as ex-officio members of the Academic & School Performance Committee. Staff/Faculty Representatives have no voting privileges and will not serve on the executive committee, will not participate during executive sessions, will not report out at the general governing board meeting. The Staff/Faculty Representative shall attend the Academic School Performance Committee meetings. The staff of TMSA should be responsible for selecting candidates for the Staff/Faculty

Representative and those candidates must stand for election. The elected Staff/Faculty Representative must be presented to the governing board for approval at a general governing board meeting. The Staff/Faculty Representative must be a current staff member of TMSA and meet all of the requirements expressed in Section 2.5 of these bylaws. If the governing board declines to accept the designated representative, then another election shall be held by the staff to select another Staff/Faculty Representative. This process shall continue until a Staff/Faculty Representative is selected. The Staff/Faculty Representative shall serve a one (1) year term. Should the seat become vacant prior to the expiration of the one (1) year term, the staff shall elect a new Staff/Faculty Representative per the procedure herein. The allocation of this seat does not alter the number of voting directors (minimum or maximum) required by Section 2.3 of these bylaws.

Section 2.9. Immediate Past President ex officio Directorship. The governing board will reserve one seat on the governing board for the Immediate Past President of the governing board of TMSA. At the discretion of the President of the governing board, this director will serve as an ex officio member of the governing board with no voting privileges. This director may participate during executive session. This seat does not alter the number of voting directors (minimum or maximum) required by Section 2.3 of these bylaws.

Section 2.10. Meetings. Meetings of the Governing Board shall be held monthly at such times and places as the Governing Board shall by resolution determine and subject to the requirements of the Georgia Open Meetings Law, as applicable and amended from time to time. Special meetings of the Governing Board may be called at any time by a Director. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. All general board and committee meetings of the governing board shall be open to all members of the school community and the public to attend.

Section 2.11. Executive Session. Upon a majority vote of the entire Governing Board in an open meeting on a motion which identifies the general area or areas of the subject or subjects to be considered, the Board may conduct a meeting that is not open to the public (an "Executive Session") to discuss matters described in, and pursuant to the procedures of, §§ 50-14-3 and 50-14-4 of Georgia's Open Meetings Law.

Section 2.12. Notice. The Secretary or his or her designee shall give written notice at least seven (7) days or as required under Georgia's Open Meetings Law, whichever is later, of each regular, special or annual meeting of the Governing Board. Notices of meetings of the Governing Board will be posted in the School and/or online and provided to the public in accordance with the Georgia Open Meetings Law. Each notice shall state the time and the place of the meeting and, in the case of special meetings, the general nature of the business to be transacted there, and be consistent with the Georgia Open Meetings Law. Public notice shall not, however, be required in the case of "emergency meetings" or as otherwise not required pursuant to the Georgia Open Meetings Law.

Section 2.13. Quorum. At any meeting of the Governing Board, the presence of a minimum half (50%) of the members of the Governing Board or the Executive Committee (Section 4.3(d)) shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of Directors present at a meeting at which a quorum is present shall be the acts of the Governing Board, except that amendment of these Bylaws shall be in accordance with Section 12.2.

Section 2.14. Resignations. A Director may resign at any time. Such resignation shall be in writing unless waived by vote of the remaining Governing Board, but the acceptance thereof shall not be necessary to make it effective. A new Director may be elected to fill the unexpired term of any Director who has resigned as provided in Section 2.6.

Section 2.15. Removal. A Director may be removed from office with or without cause, by the vote of two-thirds of the Directors then in office at any meeting of the Governing Board after notice to all Directors of that purpose. A new Director may be elected to fill the unexpired term of any Director who has been removed by the Governing Board as provided in Section 2.6. A Director shall be immediately and automatically removed from office, if they fail to meet the minimum obligations or compliance requirements of a Director.

Section 2.16. Compensation. Directors shall not be entitled to any compensation for their service as Directors.

Section 2.17. Participation in Meetings via Remote Electronic Equipment pursuant to the [Open Meeting Law](#).

ARTICLE III **OFFICERS**

Section 3.1. Officers. The Corporation shall have a President, a Secretary, a Treasurer, and, in addition, may have one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Governing Board shall from time to time determine (collectively the “Officers”).

Section 3.2. Election and Term of Office. Each Officer shall be elected by the Directors at the annual meeting of the Governing Board and shall serve for a term of one (1) year or until a successor is duly elected and qualified. All other Officers shall be elected by the Governing Board at the time, in the manner, and for such term as the Governing Board from time to time determines. Each Officer shall serve until his successor is duly elected and qualified, or until they resign or is removed from office.

Section 3.3. Compensation. Board members and Officers shall not be compensated.

Section 3.4. President of the Board. The President of the Governing Board shall preside at all meetings of the Governing Board and shall have such other powers as shall be designated by the Governing Board.

Section 3.5. Vice Chair. The Vice Chair discharges the duties of the President of the Governing Board as required in the absence of the President of the Governing Board. The Vice Chair supports the activities of the President of the Governing Board, including sharing responsibilities as appropriate.

Section 3.6 Secretary. The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. During meetings, the Secretary shall serve as parliamentarian by enforcing the corporation’s Bylaws and keeping meeting order under Robert’s Rules of Order. The secretary may delegate clerical, parliamentarian, or technological duties to another Director or an employee of the Corporation in support of their role, except during an executive session. The Secretary shall have such other duties and have such other powers as shall be designated by the Governing Board.

Section 3.7. Treasurer. The Treasurer shall work with the Executive Director who has care and custody of the books and records of account of the Corporation and, subject to the direction of the Governing Board, shall have charge of and be responsible for all funds and securities of the Corporation. The Treasurer shall render financial statements to the Governing Board from time to time upon request. The funds of the Corporation shall be deposited to its credit in such a manner and in such depositories as the Governing Board may from time to time designate and shall be subject to withdrawal by check, draft or other order by such Officer or Officers of the Corporation as may from time to time be designated by the Governing Board. The Treasurer shall have such other powers and duties as may be designated by the Governing Board.

Section 3.8. Removal of Officers. Any Officer of the Corporation may be removed as follows: (1) with or without cause, by the Governing Board, by the vote of two-thirds of the Directors then in office at any meeting of the Governing Board; or, (2) by written notice of resignation. The Governing Board shall immediately elect a new Officer to fill the unexpired term of the removed Officer.

Section 3.9. Other Officers. Other Officers of the Corporation shall have such powers and duties as may be designated from time to time by the Governing Board.

ARTICLE IV COMMITTEES

Section 4.1. Establishment. The Governing Board shall establish the standing committees listed in Article IV and may, by resolution adopted by a majority of the Directors in office, establish such ad hoc committees (to consist of two (2) or more Directors) as the Governing Board shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Governing Board as the Governing Board shall, by resolution, determine.

Section 4.2. Chairpersons. The President of the Governing Board shall act as Chairperson of the Executive Committee if one is established. Chairpersons of any other committees established by the Governing Board shall be designated by vote of the Governing Board, except as is herein provided. All chairpersons will be elected for one-year terms.

Section 4.3. Standing Committees. The Governing Board shall establish and maintain standing committees. The membership of these committees will be determined by the chairperson of the committee with the consent of the Executive Committee. The secretary will keep a list of all committee members and will be advised by the chairperson of the committees if the membership changes for any reason. Committee membership and changes thereto will also be entered into the official minutes of the Governing Board meeting as a report of the Executive Committee. Committees may be composed of a mix of directors, employees of the school, parents, and other community members; provided, however, that at least two directors serve on a standing committee. No committee shall be composed of a number of directors that would comprise a majority of the Governing Board. The standing committees shall be:

(a) Budget and Finance: This committee is responsible for auditing the operating budget provided by the Executive Director, and monitoring payroll, benefits, and facilities operations. This committee is responsible for assessing the state of school facilities. The committee will also assist with coordinating fundraising efforts, seek community and corporate partnerships, and oversee applications for grants from local, state, federal, and private sources. The Treasurer shall serve as the

chair of the Budget and Finance Committee. To discuss and recommend to the Governing Board the bonus allocation schedule for faculty, staff, and administration at TMSA.

(b) Academic and School Performance Committee: This committee is responsible for monitoring and supporting the goals designated in academic and school climate goals specified within the Charter Contract and the School Improvement Plan. Monitor the effectiveness of the curriculum & instruction by assessing both quantitative and qualitative measures of student performance presented and provided by the leadership and management of the school

(c) Governance Committee: The Governance Committee is responsible for evaluating the overall performance of the board and individual board members, and monitoring the board's adherence to all applicable federal, state, and district laws and policies. The Governance Committee shall also be responsible for leading the revision of board policy documents. This committee will be responsible for the vetting and facilitating interview process for new board members including recruitment, succession planning, preparation of applicants for board application and interviews; board member training; and monitoring progress toward goals.

(d) Executive Committee: TMSA will establish an executive committee. The executive committee will consist of at least the President, Vice Chair, Treasurer and, Secretary. The President may include other Directors at their discretion. A Director who is a parent of a student currently enrolled at TMSA shall recuse him or herself if discussing or voting on any personnel matter that directly affects his or her child, such as voting on the contract renewal or non-renewal of the primary teacher of his or her child. The executive committee shall have authority to do the following:

1. Hire, annually evaluate, and determine the salary placement of the Executive Director
2. To hear as necessary any personnel, student, or legal matters that may be presented on appeal from the Executive Director

Section 4.4. Limitation on Authority. No committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Governing Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Governing Board.
- (d) Action on other matters committed by resolution of the Governing Board or by Georgia law to the full Governing Board or to another committee of the Governing Board, or to the Members.

Section 4.5. Reports. All standing and ad hoc committees shall report on their work to the Governing Board. Supporting documentation by either the reporting committee or a majority of the Governing Board, shall be incorporated into the minutes.

Section 4.6. Strategic Plan. The president of the Governing Board may request that certain or all committee chairs prepare a report for presentation at annual meetings of the governing board, or whenever appropriate, that lays out their strategic goals for the committee for the upcoming academic school year.

Section 4.8. Removal of Committee Chairperson. Any Committee Chairperson of the Corporation may be removed: (1) with or without cause, by the Governing Board, by the vote of two-thirds of the Directors then in office at any meeting of the Governing Board; or, (2) by written notice of resignation. The Governing Board shall immediately elect a new Chairperson to fill the unexpired term of the removed Committee Chairperson within 30-days.

ARTICLE V

SELF-DEALING TRANSACTIONS

Section 5.1. Purpose. The purpose of the procedures prescribed in this Article V is to protect the Corporation's best interest when entering into a transaction or arrangement that also might benefit the private interest of a Director, Officer or employee or marital relation of a Director, Officer or employee.

Section 5.2. Governing Board's Authority. The Governing Board shall not authorize corporate action, and no committee shall recommend corporate action, except in accordance with procedures set forth in this Article V.

Section 5.3. Procedures.

(a) *Duty to Inquire.* In its consideration of any action, the Governing Board and all committees shall first conduct appropriate inquiry to determine whether the action involves a Self-Dealing Transaction (as defined below), including determining the nature, scope and details thereof.

"Self-Dealing Transaction" means any transaction having the School as one party and one or more of the following among the proposed other parties thereto:

- (i) Directors, Officers or employees of the School, or blood or marital relations of any of them;
- (ii) an entity in which a Director, Officer or employee of the Corporation, or blood or marital relation of any of them, holds an ownership or investment interest;
- (iii) an entity which employs or otherwise compensates a Director, Officer or employees of the School, or employs or compensates a blood or marital relation of any of them; and/or
- (iv) any entity which has, as a member of its board of directors or trustees, a Director, Officer or employee of the School, or a blood or marital relation of any of them.

A Director involved in an actual or potential Self-Dealing Transaction is referred to herein as an "Involved Director." Involved Directors, and Officers and employees, related to a possible Self-Dealing Transaction being evaluated shall not participate in the inquiry into or the determination of whether the transaction is a Self-Dealing Transaction, but may present to the Governing Board regarding the nature and extent of his or her relationship to the matter being considered.

(b) *Determining Whether a Self-Dealing Transaction Exists.* After inquiry in accordance with subparagraph (a) immediately above, the Governing Board shall take action as to whether the transaction is a Self-Dealing Transaction; provided, an Involved Director shall not

participate in the deliberation of or vote the issue of whether a transaction is a Self-Dealing Transaction.

(c) *Acting on a Self-Dealing Transaction.* If the Governing Board determines a transaction being considered is a Self-Dealing Transaction, the Governing Board will exercise due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the School with reasonable efforts. An Involved Director shall not participate in this determination. As part of its due diligence, the Governing Board may involve or engage one or more disinterested people to investigate alternative transactions. Suppose the Governing Board decides not to proceed with an alternative transaction. In that case, the Governing Board shall determine whether it is in the Corporation's best interests and is fair and reasonable to the Corporation to authorize the Self-Dealing Transaction, provided, an Involved Director shall not participate in the deliberation of or vote upon the authorization of a Self-Dealing Transaction.

(d) *Violations.* If the Governing Board has reasonable cause to believe that a Director, Officer or employee has violated Article V of these Bylaws, it shall conduct further investigation as the Governing Board deems warranted, shall inform the Director, Officer or employee of the basis for such belief, and afford him or her an opportunity to explain the alleged failure to disclose. If the Governing Board determines that a violation of Article V of these Bylaws has been committed, the Governing Board shall take appropriate disciplinary and/or corrective action. A Director who is the subject of an investigation or possible disciplinary or corrective action under this subparagraph (d) shall not participate in the deliberation of or vote on such determination of disciplinary or corrective action.

(e) The procedures prescribed in subparagraphs (a), (b) and (c) above shall apply to actions of committees of the Governing Board in the same manner and to the same extent as prescribed for Governing Board actions.

Section 5.4. Records of Proceedings.

The minutes of the Governing Board of Trustees and all committees with Governing Board-delegated powers shall contain the names of the persons and entities involved in transactions which are or may be Self-Dealing Transactions, findings of the Governing Board in respect of the scope and nature of those person's and entities' involvement, actions taken in accordance with this Article, the names or the persons present for or who participated in discussions thereof and a summary of the content of such discussions, and a record of votes taken in connection therewith, including the names of those present for and who participated in voting and their respective votes.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1. Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify its Directors and Officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that such Director or Officer is or was a Director or Officer of the Corporation or is or was serving at the Corporation's request as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any obligation to pay a judgment, settlement, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding if the individual conducted himself in good faith and reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests, and in all other cases, that his conduct

was at least not opposed to its best interests, or in the case of a criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall not indemnify any Director or Officer in connection with a proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or in connection with any proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

Section 6.2. Expenses. Expenses incurred by a person covered by Section 6.1 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by such person of his good faith belief that he has met the applicable standards of conduct and to repay such amount if it shall ultimately be determined that such person did not meet the applicable standard of conduct, and a determination is made that the facts then known to those making the determination would not preclude indemnification under this chapter.

Section 6.3. Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than that covered by this Article VI.

ARTICLE VII

FINANCIAL REPORTS

Directors shall review and approve the annual financial reports as prepared by the management of the school and the external Chief Financial Officer.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE IX

DISTRIBUTION OF ASSETS

In the event the Corporation is dissolved in accordance with applicable federal and state laws, all unencumbered assets may be distributed to a nonprofit educational entity (including, without limitation, a public or charter school, authorized and approved in accordance with the applicable laws of the State of Georgia), as determined by a majority of the voting members of the Governing Board.

ARTICLE X

RIGHT OF INSPECTION

Each Director has the right to inspect and copy all books, records, and documents to inspect the physical properties of the Corporation, provided that such inspection is conducted within the purview of board duties and responsibilities and at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, State or local law.

ARTICLE XI

INTERPRETATION OF CHARTER

The Charter and/or applicable federal, State or local law shall control when in conflict with these Bylaws.

ARTICLE XII

ADOPTION, AMENDMENT AND REPEAL

Section 12.1. Adoption and Effective Date. These Bylaws, which are supplemental to the Georgia Nonprofit Corporation Code, as the same may be in effect from time to time, were adopted as the Bylaws of the Corporation as of the 28th day of May in 2024, by the Charter Committee, and shall be effective as of said date.

Section 12.2. Amendment or Repeal. These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of two-thirds of the Directors then in office at any meeting of the Governing Board after notice to all Directors of that purpose.

Section 12.3. Recording. The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.