

BYLAWS OF Movement School

I. OBJECTIVES AND PURPOSES

- I.1. **PURPOSES.** The purposes for which the corporation is organized are exclusively educational and cultural within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law ("Internal Revenue Code"). More specifically, the corporation is formed to enrich the lives of young people of all cultural, racial and economic backgrounds, through educational experiences of the highest quality. The corporation shall carry on only those activities permitted to be carried on by an organization which is exempt from taxation under the provisions of §501(c)(3) of the Internal Revenue Code.
- I.2. **BROAD AUTHORITY.** In carrying out the objects enumerated in Section I. 1, the board of directors of the corporation from time to time shall have broad authority and discretion to use the funds and property belonging to the corporation in such manner as shall to them seem most conducive to those ends.
- I.3. **PROHIBITIONS ON ACTIVITIES.** Notwithstanding any other provision of these Bylaws, of the Articles of Incorporation of the corporation, or of any action taken by the board of directors, no part of the net earnings or funds of the corporation shall inure to the benefit of any private shareholder, member or individual, and no part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise expressly permitted by the Internal Revenue Code and by law; nor shall the corporation intervene in any political campaign on behalf of any candidate for public office. The corporation shall act in such manner as to maintain its status as a tax exempt educational and cultural corporation under the provisions of §501(c)(3) the Internal Revenue Code with specific reference to the requirements and prohibitions of its Articles of Incorporation.

II. STOCKHOLDERS

- II.1. **NO STOCKHOLDERS.** The corporation shall not have stockholders.

III. MEMBERSHIP

- III.1. **NO MEMBERS.** The corporation shall not have members.

IV. BOARD OF DIRECTORS

- IV.1. **GENERAL POWERS.** The affairs of the corporation shall be managed by or under the direction of its board of directors.
- IV.2. **NUMBER, TENURE AND QUALIFICATIONS.** The number of directors shall be at least five (5), but not more than fifteen (15), excluding ex-officio and emeritus members of the board of directors. The right to elect, select, or remove directors shall be vested in the board of directors of the corporation, as hereinafter provided. The directors of the corporation shall serve for a term of three (3) years with terms of approximately one-third (1/3) of the directors constituting the board of directors to expire each year. Directors shall be elected as the need arises. Except as otherwise specifically determined by the board of directors of the corporation, a director shall be eligible to serve on the board of directors for up to two (2) consecutive three (3) year terms. After the maximum service period has expired, such director must cease to serve for at least one (1) year before becoming eligible for reelection to the board of directors of the corporation.
- IV.3. **EX-OFFICIO DIRECTORS.** The School Director and Chief Operating Officer shall be ex-officio members of the board of directors of the corporation. Additionally, the board of directors of the corporation may also, from time to time, by a majority vote, appoint to the board of

directors as an ex-officio director any person who it may deem desirable to be a member of the board of directors in their capacity as a representative of another organization or by reason of holding a particular position in the community. Any ex-officio director shall have all rights, excluding the right to vote, of directors elected in accordance with the provisions of these Bylaws; provided, however, that the term of an ex-officio member of the board of directors shall not exceed one (1) year from the time of his or her appointment, subject to reappointment by the board of directors as provided for herein.

- IV.4. EMERITUS DIRECTORS. Upon recommendation from the Nominating and Governance Committee, the board of directors may confer by majority vote the status of Emeritus Board Member on persons who have demonstrated unique and extraordinary commitment and service to the corporation. Emeritus Board Members may but are not required to attend meetings of the board of directors. Emeritus Board Members do not have voting rights, do not count toward a quorum or for attendance at meetings, and do not count toward the minimum or maximum number of directors on the board. The status of Emeritus Board Member may be removed with or without cause by the affirmative vote of two thirds of the board of directors of the corporation then in office.
- IV.5. ELECTION OF DIRECTORS. Members of the board of directors of the corporation shall be elected as required. The board of directors of the corporation shall determine on a recurring basis by majority vote the number of directors to be elected in addition to the ones specified. When the number has been determined, nominations shall be received from the Nominating and Governance Committee and those persons receiving the highest number of votes shall be elected.
- IV.6. MEETINGS. At the beginning of each fiscal year the board of directors of the corporation shall establish a calendar of its regularly scheduled board meetings for that year, and set forth the time and place of each such meetings. A copy of that calendar shall be maintained by the School Director in the school office, and notice thereof shall be published on the school website. An annual meeting of the board of directors of the corporation shall be held in the month of June of each calendar year to approve the budget and elect officers. The board of directors shall meet at least 8 times during the fiscal year.
- IV.7. SPECIAL MEETINGS. Special and emergency meetings of the board of directors may be called by or at the written request of the Chair or at least three (3) directors of the corporation. The person or persons authorized to call special or emergency meetings of the board may fix any convenient location as the place for holding such special or emergency meetings of the board called by them. A calendar of all special meetings and their locations shall be maintained by the School Director in the school office, and notice thereof shall be published on the school's website at least 48 hours prior to such special meetings. In addition, notice of all emergency meetings shall be emailed or faxed to all media who may have requested such notice in advance of those meetings.
- IV.8. NOTICE. Notice of any meeting of the board of directors of the corporation shall be given at least three (3) days prior thereto by written notice to each director at his or her address as shown by the records of the corporation, except that no meeting of directors to remove a director, to dismiss the School Director, or to amend the Articles of Incorporation or these Bylaws of the corporation may be held unless written notice of the proposed action is delivered to all directors then in office of the corporation at least fourteen (14) days prior to such meeting. If mailed, any notice under this Section shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or by facsimile, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company or when the facsimile is

received at the number furnished by the director. Notice of any meeting of the board of directors may be waived in writing signed by each person entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

- IV.9. QUORUM. A majority of the directors of the corporation in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.
- IV.10. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors of the corporation, unless the act of a greater number is required by statute, these Bylaws or by the Articles of Incorporation.
- IV.11. DIRECTOR PARTICIPATION IN MEETING BY TELECOMMUNICATIONS. Directors may participate in and act at any additional regular or special board meeting by conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- IV.12. VOTING. Each member of the board of directors shall be entitled to one (1) vote; excluding emeritus and ex officio members.
- IV.13. VACANCIES. Any vacancy occurring in the board of directors of the corporation to be filled by reason of an increase in the number of directors or because of a vacancy on the board shall be filled by the board of directors of the corporation at any regular or special meeting of the board of directors upon recommendation of the Nominating and Governance Committee or upon nomination by any director, unless the Articles of Incorporation, a statute, or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- IV.14. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time or may be removed with or without cause by the affirmative vote of the majority of the directors of the corporation then in office.
- IV.15. LOSS OF MEMBERSHIP ON THE BOARD OF DIRECTORS. A director who is absent from three (3) consecutive regular meetings of the board of directors without having been excused by the Chair MAY lose his or her membership on the board of directors, provided that such director shall first have been notified in writing by the Secretary that he or she has been absent from two (2) consecutive regular meetings of the board of directors and such notice shall refer to this Section IV.14 of the Bylaws.
- IV.16. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors of the corporation at which action on any matter of the corporation is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

IV.17. CONFLICT OF INTEREST. The Board shall adopt, and periodically review and revise as may be necessary, an appropriate "Conflict of Interest" policy, which shall apply to the actions of the directors, officers and employees of the corporation. Such policy shall require that any person with a financial or other material interest in any proposed or existing relationship or transaction with the corporation (a) disclose such interest and (b) refrain from participation in any decisions relating to such relationship or transaction. In addition, all members of the Board shall, at least annually, complete and execute a Conflict of Interest Disclosure Statement in which they acknowledge their familiarity, and commitment to comply, with that policy. Additionally, no voting member of the Board of Directors shall be an employee of a for-profit company that provides substantial services to the Corporation for a fee.

Before any immediate family, as defined O.C.G.A. Section 20-2-58.1, of any member of the board of directors or a charter school employee with supervisory authority shall be employed or engaged as an employee, independent contractor, or otherwise by the board of directors in any capacity, such proposed employment or engagement shall be (i) disclosed to the board of directors and (ii) approved by the board of directors in a duly called open-session meeting. The burden of disclosure of such a conflict of interest shall be on the applicable board member or employee with supervisory authority. If the requirements of this subsection are complied with, the charter school may employ immediate family of any member of the board of directors or a charter school employee with supervisory authority.

A person shall not be disqualified from serving as a member of a charter school's board of directors because of the existence of a conflict of interest, so long as the person's actions comply with the school's conflict of interest policy established as provided in this subsection and applicable law.

The members of the governing board of the nonprofit shall receive no compensation other than reimbursement of reasonable expenses incurred while fulfilling duties as a member of the board.

V. OFFICERS

V.1. OFFICERS. The officers of the corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not described in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors of the corporation. The same person may hold any two (2) offices except those Chair and Secretary. All officers must be members of the board of directors of the corporation.

V.2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors of the corporation at the annual meeting of the board of directors upon nomination from the Nominating and Governance Committee or from any member of the board of directors of the corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. Vacancies may be filled or new offices created and filled at any meeting of the board of directors of the corporation. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

V.3. REMOVAL. Any officer elected or appointed by the board of directors of the corporation may be removed by the affirmative vote of a majority of the board of directors of the corporation

then in office whenever in its judgment the best interests of the corporation would be served thereby.

- V.4. CHAIR. The Chair shall be the principal officer of the corporation. Subject to the direction and control of the board of directors, he or she shall, when present, preside at all meetings of the board of directors and, with the assistance of the board of directors, establish the agenda for all meetings. The Chair shall appoint and be an exofacial member of all committees and other boards. The Chair shall, with the Secretary or any other officer of the corporation authorized by the board of directors, execute any deed, mortgage, lease, bond or other instrument which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the board of directors of the corporation.
- V.5. VICE CHAIR. The Vice Chair shall perform such duties which may be specified by the board of directors of the corporation and/or by the Chair.
- V.6. SECRETARY. The Secretary shall (a) record the minutes, or provide for the recording, of the minutes of all meetings of the board of directors of the corporation in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) chair the Nominating and Governance Committee; and (e) perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the board of directors of the corporation.
- V.7. TREASURER. The Treasurer shall (a) shall oversee and supervise the corporation's accounting practices and financial operations employees; (b) shall be responsible for the maintenance of adequate books of account for the corporation; (c) have charge over all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; (d) chair the Finance Committee; (e) present reports of the corporation's financial information to the board of directors on a regular and timely basis; and (f) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the board of directors of the corporation.

VI. SCHOOL DIRECTOR AND CHIEF OPERATING OFFICER

- VI.1. The School Director shall be the principal professional employee of the corporation, and shall have plenary oversight and authority over all employees of the corporation, including, but not limited to, the authority to employ and discharge any and all of the employees of the corporation. The Chief Operating Officer shall have oversight and authority as may be assigned to that position by the School Director. Additionally, these officers shall perform such duties as from time to time may be assigned to them by the Chair or the board of directors of the corporation.

VII. COMMITTEES

- VII.1. EXECUTIVE COMMITTEE. The Executive Committee shall be a standing committee of the corporation. The Executive Committee shall consist of the officers of the corporation, and such members-at-large as selected by the Chair. The number of members of the Executive Committee shall not, in any event, exceed seven (7) in number. The Executive Committee shall manage the affairs of the corporation between meetings of the board of directors. It shall do so in accordance with the policies of the corporation as established by the board of directors.

The Executive Committee shall have and exercise the authority of the board of directors of the corporation in the management of the corporation; provided, however, the board of directors may by resolution limit the authority of the Executive Committee and all actions of the Executive Committee shall be reported to the board of directors of the corporation. The Chair or, in his or her absence, the Vice Chair or any other appointed Executive Committee member shall preside at the meetings of the Executive Committee.

VII.2. **NOMINATING AND GOVERNANCE COMMITTEE.** The Nominating and Governance Committee shall be a standing committee of the corporation. This Committee shall be chaired by the Secretary of the board, consist of not less than two (2), nor more than five (5), members of the board of directors of the corporation and/or such other persons as the Chair may designate, as appointed by the Chair. The Nominating and Governance Committee shall have the responsibility and authority to nominate members of the board of directors, recommend to the board of directors of the corporation a slate of officers of the corporation and the responsibility and authority to propose changes to the bylaws, policies and practices to ensure compliance with current Georgia statutes and regulations.

VII.3. **FINANCE COMMITTEE.** The Finance Committee shall be a standing committee of the corporation. It shall be chaired by the Treasurer of the board, consist of not less than two (2), nor more than five (5), members of the board of directors of the corporation and/or such other persons as the Chair may designate, as appointed by the Chair. The Finance Committee shall assist in the preparation of the annual budget of the corporation and shall have such other responsibilities with respect to the financial affairs of the corporation as are conferred upon it from time to time by the board of directors of the corporation.

VII.4. **OTHER COMMITTEES.** In addition to the Executive Committee, the Nominating and Governance Committee and the Finance Committee provided for in Sections VII.1, VII.2, and

VII.3 above, which shall be standing committees, the board of directors of the corporation, by resolution adopted by a majority of the directors of the corporation then in office, may designate one or more liaison persons or special committees, each of which will consist of one (1) or more directors of the corporation and/or such other persons as the Chair designates. All such committee members shall be appointed by the Chair and shall serve at the pleasure of the board of directors of the corporation.

VII.5. **TERM OF OFFICE.** Each member of a committee shall serve as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee by the board of directors of the corporation by the affirmative vote of a majority of directors then in office.

VII.6. **CHAIR.** One (1) member of each committee shall be appointed chair of the committee; provided, however, that the Chair shall serve as the chair of the Executive Committee.

VII.7. **VACANCIES.** Vacancies in the membership of any committee may be filled by appointment by the Chair, and as approved by the chair of the Committee.

VII.8. **QUORUM.** Unless otherwise provided in the resolution of the board of directors of the corporation designating the committee, a majority of the committee members present 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.

VII.9. **RULES.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the board of directors of the corporation.

VII.10. **INFORMAL ACTION.** The authority of a committee may be exercised without a meeting if consent in writing setting forth the action taken is signed by all the members entitled to vote.

VIII. BOARD OF ADVISORS

VIII.1. The board of directors of the corporation shall, by resolution adopted by a majority of the directors of the corporation, appoint a Board of Advisors to the corporation. The Board of Advisors shall consist of those Directors Emeritus, or prominent persons determined by the board of directors to be in a position to further the purposes of the corporation. The Board of Advisors shall serve at the pleasure of the board of directors of the corporation. The board of directors may consult with the Board of Advisors from time to time on matters of importance to the corporation.

IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

IX.1. CONTRACTS. The board of directors of the corporation 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 and such authority may be general or confined to specific instances.

IX.2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such other officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors of the corporation. In the absence of such determination by the board of directors of the corporation, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice-Chair of the corporation.

IX.3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors of the corporation may select.

IX.4. GIFTS. The board of directors of the corporation or the Chair of the corporation may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

X. BOOKS AND RECORDS

X.1. The corporation shall keep correct and complete financial books and records of account and shall also keep minutes of the proceedings of its board of directors and all committees. All books and records of the corporation may be inspected by any member of the board of directors of the corporation or by any officer of the corporation for any proper purpose at any reasonable time. A complete audit of all financial records of the corporation shall be made within a reasonable time of the end of the fiscal year of the corporation by an auditor selected by the board of directors of the corporation.

XI. FISCAL YEAR

XI.1. The fiscal year of the corporation shall be July 1st to June 30th of the succeeding year.

XII. SEAL

XII.1. The corporate seal shall have inscribed thereon at least the name of the corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

XIII. WAIVER OF NOTICE

XIII.1. Whenever any notice is required to be given under the provisions of Chapter 3 of the Official Code of Georgia Annotated or under the provisions of the Articles of Incorporation or these Bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice

was not given.

XIV. INDEMNIFICATION

XIV.1. DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS. The corporation shall indemnify any director, officer, employee or agent to the maximum extent permitted by the provisions of O.C.G.A. Section 14-3-850 and 14-3-858, inclusive, the terms of which are hereby incorporated by reference.

XIV.2. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

XIV.3. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

XIV.4. INDEBTEDNESS. No indebtedness of any kind incurred or created by the state charter school shall constitute an indebtedness of the State or its political subdivisions, and no indebtedness of the state charter school shall involve or be secured by the faith, credit, or taxing power of the State or its political subdivisions. The corporation shall clearly indicate to vendors and other entities and individuals that the obligations of the corporation under agreement or contract are solely the responsibility of the corporation and are not the responsibility of the SBE or the State.

XV. AMENDMENTS

XV.1. The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the board of directors of the corporation, unless otherwise provided in the Articles of Incorporation or the Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given at least fourteen (14) days in advance and shall only be taken upon an affirmative vote of at least two thirds of the board of directors of the corporation then in office. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

XV.2. Amendments will not be implemented until approved by the Georgia Office of Charter Schools and State Board of Education.

XVI. Dissolution

XVI.1 Prior to dissolution, the finance committee shall prepare a plan to ensure the corporations liabilities and obligations are paid and discharged, or otherwise adequately provided for. The plan shall also provide for the proper distribution of any remaining assets.

XVI.2 The dissolution plan must be approved by a majority of the directors. Directors shall be given at least five days' notice prior to the meeting to review the dissolution plan and the notice must include a copy or summary of the plan of dissolution.

* Movement School and its Board of Directors is committed to upholding all applicable state and federal laws. Specifically, Movement School and its Board of Directors is committed to recognizing Open Meetings Law O.C.G.A. Section 50-14-1 et. seq. and abiding by this statute in accordance with all other by-laws as stipulated above.