



BYLAWS

OF

TMSA, Incorporated

Last Revised May 28, 2019

ARTICLE I

NAME, LOCATION AND PURPOSE

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

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

Section 1.3. 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, devises, 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 Constitution of the United States or the State of Georgia.

ARTICLE II

GOVERNING BOARD

Section 2.1 Governing Board. The business, affairs and property of the School shall be managed, 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;
- (b) employ and contract with teachers and nonteaching employees of the School;
- (c) contract for other services related to the School, including but not limited to transportation, financial accounting and legal;
- (d) develop pay scales, performance criteria and discharging policies for School employees, including the School's administrator;
- (e) decide all other matters related to the operation of the School, including budgeting, curriculum and operating procedures; and
- (f) ensure 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;
- (g) borrow money;
- (h) purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation; and
- (i) 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. Number. The number of Directors constituting the initial Governing Board shall be at least 9 and not more than 17. 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 lose his or her office by such a vote. Provided also 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 5 Directors at any time. Ex officio members of the board as defined in sections 2.6 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.

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 four (4) years or their earlier death, resignation or removal. Directors shall serve one quadrennial term, after which

they must remain off the Governing Board for one full year before being reelected. For the purposes of this amendment, officers currently on the board will add their continuous service to determine where they are in their 4-year commitment.

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 exceptions of the administrator of the school), 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 the request of the Governing Board, undergo a background check. The administrator of the School shall serve as an ex-officio member of the Governing Board with no voting privileges.

Section 2.6. Vacancies. Vacancies on the Governing Board, 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 2.4 of these bylaws.

Section 2.7. School Employee ex officio Directorships. The governing board will reserve a seat on the governing board, for the designated representative of the faculty and staff of TMSA. This director will serve as ex officio member of the governing board with no voting privileges and will not serve on the executive committee nor participate during executive session. The staff of TMSA should present their candidates for the governing board no later than one regular meeting before the annual election of directors. The representative must meet all the requirements expressed in Section 2.6 of these bylaws, and must stand for election. If the governing board declines to accept the designated representative, then a special election must be placed on the agenda of each subsequent meeting until the seat is filled. The allocation of this seat does not alter the number of voting directors (minimum or maximum) required by Section 2.4 of these bylaws.

Section 2.8. 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 2.9. Meetings. Meetings of the Governing Board shall be held regularly 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.

Section 2.10 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 2.11 Notice. The Secretary or his or her designee shall give to each member of the Governing Board prior written notice either at least three (3) 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 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 2.12. Quorum. At any meeting of the Governing Board, the presence of a majority of the members of the Governing Board shall be necessary to constitute a quorum for the transaction of business. No proxies shall be allowed, except in extraordinary situations where a resolution is circulated previous to a meeting, a Director who cannot attend the meeting designates his or her proxy in writing, and a majority vote of the Board allows for the acceptance of proxies. 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 2.13. 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 2.7.

Section 2.14. 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 2.7.

Section 2.15. Compensation. Directors shall not be entitled to any compensation for their service as Directors. Any Director may serve the Corporation in other capacities and be entitled to such compensation as is determined by the Governing Board, consistent with Article V of these Bylaws.

Section 2.16. Participation in Meetings via Remote Electronic Equipment. Directors may participate in meetings of the Governing Board by video, telephone or web conference or similar communications equipment, by means of which (a) all persons participating in the meeting can hear each other; and (b) the public may attend, listen, participate and observe at any site at which a Director participates, and provided a proper public notice identifies the use of videoconferencing and the location(s) of the meeting, and states the public’s right to attend the meeting at any of the locations. Directors so participating shall be deemed present at any such meeting and be permitted to exercise all rights and duties of Directors.

ARTICLE III

OFFICERS

Section 3.1. Number. 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 year and 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 he resigns or is removed from office.

Section 3.3. Compensation. Unless otherwise provided by the Governing Board, 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. Secretary. The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the Governing Board.

Section 3.6. Treasurer. The Treasurer shall have 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 or committee of the Corporation may be removed, 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. 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 at the Board's first meeting of the fiscal year.

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 membership 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:

- (j) Budget and Finance: This committee shall be responsible for auditing the operating budget provided by the School Operations Manager, and for monitoring payroll and benefits and facilities operations. This committee shall be responsible for assessing the state of school facilities.. The committee will also coordinate 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.
- (k) Academic and School Performance Committee: This committee shall be responsible for assessing the effectiveness of the curriculum and school improvement processes by examining content, implementation and instructional delivery, and looking at various quantitative and qualitative measures of student performance and interest. This committee is also responsible for promoting the mission and core values of the academic program, and conducting the performance evaluation of the Principal in accordance with procedures outlined by state policy; the evaluation will be finalized by Board vote.
- (l) Governance Committee: This committee shall be responsible for the election process for new board members including recruitment, succession planning, preparation of applicants for board application and interviews; board member training; and monitoring progress towards goals. The Governance Committee shall also be responsible for evaluating the overall performance of the board and individual board members, including monitoring the board's adherence to all applicable federal, state, and district laws and policies.

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 on a monthly basis or as appropriate to items of business before the board. Supporting documentation, if deemed necessary 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 the August meeting, or whenever appropriate, that lays out their strategic goals for the committee for the upcoming academic school year.

Section 4.7. Executive Committee. TMSA will establish an executive committee. The executive committee will consist of at least the President, Treasurer and, Academic and School Performance Chair. The President may include other Directors at their discretion. A Director who is a parent of a student currently enrolled at TMSA may recuse him or herself if discussing or voting on a personnel issue 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:

- (a) To approve contracts for new employees of TMSA.
- (b) To renew contracts of existing employees of TMSA.
- (c) To hear and determine recommendations from the principal about nonrenewals of employee contracts and terminations of employment before the expiry of contracts.
- (d) To discuss and recommend to the Governing Board the bonus allocation schedule for faculty and staff and administration at TMSA.
- (e) To advise the president on such matters as pertains to the executive governance of TMSA.

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. If the Governing Board decides not to proceed with an alternative transaction, 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 cause to be prepared an annual financial report.

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, unless changed by a vote Governing Board.

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 nonprofit educational entity (including, without limitation, a cyber 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 of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted 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 ____ day of _____, 2010, 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.

Section Amended	Date Amended	Adopted By
2.1		
2.2		
2.4		
2.6		
2.8		
3.2		

