

BY-LAWS OF
GEORGIA MAGNET/CHARTER SCHOOLS FOUNDATION, CORP.’s
AND
HAPEVILLE CHARTER SCHOOL BOARD

Approved by the Hapeville Charter School Board on February 28, 2022

ARTICLE I. OFFICES

The principal office of Georgia Magnet/Charter Schools Foundation, Corp. (hereinafter referred to as "the corporation") shall be located in the State of Georgia.

ARTICLE II. GENERAL PURPOSE

The purpose of Hapeville Charter School Board is to provide an educational environment to provide each student attending the Hapeville Charter Schools with a rigorous middle school curriculum for grades 6 through 8 (Hapeville Charter Middle School) and with a dual enrollment certification program in partnership with Atlanta Technical College for a rigorous high school curriculum for grades 9 through 12 (Hapeville Charter Career Academy.) The responsibilities of the Hapeville Charter School Board include the long term strategic and fiscal planning and governance of the school’s operations.

ARTICLE III. GEORGIA MAGNET/CHARTER SCHOOLS FOUNDATION, CORP. BOARD
(Hereinafter referred to as “Hapeville Charter School Board”, or “HCSB”.)

Section 1. General Powers. The affairs of HCSB shall be exercised by, or under the authority of, and managed by the HCSB. The HCSB may adopt such rules and regulations for the conduct of meetings and the management of the corporation as deemed proper, not inconsistent with HCSB's Articles of Incorporation, these Bylaws, and the laws of this State.

Section 2. Executive Committee of the HCSB. The Executive Committee (formerly the “Foundation Board”) shall consist of at least three (3) persons, which will include the corporation officers and which number shall be fixed from time to time by the HCSB. The Executive Committee of the HCSB shall have duties for the conduct of the activities of the Corporation as described here and as assigned by the HCSB as needed.

The Executive Committee is chaired by the Board Chair. Its three primary responsibilities are to act on behalf of the HCSB on urgent issues when the full board is not able to meet, to act as a ‘sounding board’ and manage the performance of due diligence for new ideas, typically advanced by the Executive Director (ED), and to manage the ED. The HCSB Executive Committee will have the authority to handle urgent or routine issues raised by the Executive Director and/or the School Principals during the period between regular monthly Board meetings. All meetings and decisions of the Executive Committee must be reported to the Board at the next regular meeting and any actions taken may be overruled by a majority vote of the HCSB.

The Executive Committee also provides the preliminary budget and staffing approval at its annual meeting in June, for FCS and State DOE compliance reasons. The Executive Committee's responsibility may also include:

1. Dissolution of the institution
2. Electing or removing board members
3. Amending the bylaws
4. Approving or changing the budget
5. Eliminating or adding major programs
6. Resolving legal or financial issues.

Section 3. Structure of the HCSB Executive Committee. The HCSB Executive Committee will include:

- CEO / Board Chair
- CFO / Treasurer
- Secretary

The names of the Executive Officers of the HCSB will be registered each year when the annual corporation renewal is filed with the Georgia Secretary of State's Corporation Division.

Section 4. Responsibilities of the CEO. The CEO shall be the principal executive officer of the corporation, and, subject to the general direction of the HCSB. The CEO shall, when present, preside at all meetings of the HCSB. The CEO shall be responsible for setting Board Meeting Agendas and leading Board Meetings. The Chairperson shall facilitate the Board decision making process. The Chairperson shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governance Committee or by Board Policy.

The CEO, or CFO, or both, may sign, with the Secretary or any other designated officer of the corporation thereunto authorized by the HCSB, deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed.

In the event of the CEO resignation, removal or death, the CFO shall serve as the CEO Pro Tempore until a successor is elected by the remaining HCSB at a monthly or a special meeting. The new CEO shall be elected within 30 days of the event of resignation, removal, or death of the CEO.

Section 5. Responsibilities of the CFO/Treasurer. The Treasurer shall be charged with the day-to-day management of the financial affairs of the school and shall have the responsibility to recommend action concerning the school's financial affairs to the CEO and the HCSB. The Treasurer shall always maintain full and accurate records regarding the property owned by the corporation, its income disbursements and liabilities, and its various activities, and shall present such record at the annual and regular meetings of the HCSB or committees, as deemed necessary. The Treasurer shall have the authority and responsibility for the safekeeping of the funds, assets of the corporation and shall serve as an advisor on financial matters relating to the management and operation of the school's assets. The Treasurer shall have such other duties and responsibilities as may be assigned to him/her from time to time by the CEO and / or the HCSB. In the event of the treasurer, resignation, removal or death, the CEO shall serve as the CFO/Treasurer Pro Tempore until a successor is elected by the remaining HCSB at a monthly or a special meeting. The new CFO/treasurer shall be elected within 30 days of the event of resignation, removal, or death of the CFO/Treasurer. The CFO shall assume duties of CEO in his/her absence; and assist CEO in planning meetings.

Section 6. Responsibilities of the Secretary. The Secretary shall: (a) keep and maintain, or designate someone to keep and maintain, the minutes of the proceedings of the Board in either one or more books

provided for that purpose or, at a minimum, accessible on the school websites for review; (b) authenticate records of the corporation; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the mailing address of each member which shall be furnished to the Secretary by the Executive Director; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the CEO or the CFO.

Section 7. Announcements of Officer Position Openings. The openings of the CEO, CFO and/or Secretary positions will be announced by the Hapeville Charter Executive Director via the Hapeville Charter Middle School and Hapeville Charter Career Academy websites. Any opening announcement to the public will include the required educational and/or work experience for the position to be considered for an Officer Position on the HCSB Executive Committee. The announcement will include the following:

- (a) specific questions to be completed regarding qualifications for serving as an Officer
- (b) deadline for the applicant to submit his/her completed responses
- (c) instructions for emailing or submitting the completed responses to the Executive Director
- (d) explanation of the timeframe from the submittal deadline date to the final election decision date by the HCSB (see Section 8) and Welcome to the HCSB announcement, or announcements, via the school websites and email broadcast to the Hapeville Charter community, including faculty, staff, students, parents and the LEA.

Section 8. Election of Officer Positions. An online voting survey will be available for the Executive Committee Officer applicant to complete per the timeframe described in Section 7, part D. The Executive Committee will receive, or have access to, the responses to the questions completed by the Executive Committee Officer applicant on the deadline date as described in Section 7, part D. The current Executive Committee Officers will evaluate and determine the new successor on or before the final election decision date. The Executive Director will confirm the final decision with the CEO prior to completing the Welcome to the HCSB announcements via the school websites, and email broadcast to the Hapeville Charter community.

Section 9. Executive Committee Training. The Officers of the HCSB Executive Committee are required to participate in annual board training workshops and/or sessions as required by the State law.

Section 10. Terms of the HCSB Executive Committee. The term of office for any HCSB Executive Committee position is for 5 years, and a HCSB Executive Committee representative may be reappointed.

Seat #	Foundation Board Officer Position	Start Year
#1	CEO	Even or Odd
#2	CFO	Even or Odd
#3	Secretary	Even or Odd

Section 11. Resignation or Removal. An HCSB Executive Committee representative may resign by submitting his or her resignation in writing, including email, to the Executive Director. An HCSB Executive Committee representative may be removed with or without cause at a regular or called meeting of the HCSB Executive Committee by an affirmative vote of the remaining two representatives. HCSB Executive Committee representatives being considered for removal shall receive at least two weeks' notice

of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 12. Annual Meetings. An annual meeting of the HCSB Executive Committee shall be held in June of each year. By no later than May 15 each year, the CEO will email the HCSB Executive Committee regarding the date, time, and place of the Annual Meeting. The purpose of the Annual Meeting is for electing officers, if applicable, and/or for the transaction of such other business as may come before the meeting, including the ratification of employee positions and payroll for the following school year. A quorum for the Annual Meeting is reached when all three officers are in attendance. Failure to reach a quorum for the Annual Meeting will result in the necessity of rescheduling the meeting within the week of the original scheduled date.

Section 13. Regular Meetings. The Hapeville Charter School Board (Article XII) shall have a minimum of nine (9) regular meetings during each fiscal year at dates, times and locations determined by the Board at the May meeting the preceding year. The meeting dates and times will be posted on the Hapeville Charter Middle School and Hapeville Charter Career Academy website. A quorum is reached when more than 50% of the filled positions are in attendance. The following table includes the number of Board attendees required to reach a quorum at each Regular Hapeville Charter School Board Meeting:

Number of filled positions of the nine possible seats	More than 50% of the filled positions	Quorum is reached with the following number of attendees:
5	3	3
6	4	4
7	4	4
8	5	5
9	5	5

A quorum cannot be reached for any meeting if there are fewer than five filled positions of the nine possible seats on the Hapeville Charter School Board.

Section 14. Open Meetings Law. The HCSB shall be subject to the provisions of Open Meetings Law, O.C.G.A. § 50-14-1, and Inspection of Public Records Law. O.C.G.A. § 50-18-70.

Section 15. Special Meetings. The CEO/Board Chair may call a special meeting of the Executive Committee and/or the HCSB by phone or email with at least one days' notice to each representative. An agenda need not be included for a Called Meeting. The CEO/Board Chair must specify the exact date, time and location of the meeting.

Section 16. Majority Vote. The act of the majority of the representatives attending a meeting at which a quorum is present shall be the act of the Board.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Executive Committee may authorize any officer or officers, agent or agents 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 may be confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of Executive Committee and the HCSB. Such authority may be general or confined to specific instances.

Section 3. 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 officer or officers, agent or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Executive Committee.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Corporation may select.

ARTICLE V. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June.

ARTICLE VI. CORPORATE SEAL

The Executive Committee Board shall provide a corporate seal which shall be circular in form and have inscribed thereon the name of the Corporation, the state of incorporation, the words "Not For Profit," and the word "Seal." The seal of the corporation may be affixed to any document executed by the Corporation, but the absence of the seal shall not impair the validity of the document, or any action taken in pursuance thereof or in reliance thereon.

ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Georgia Nonprofit Corporation Code, a waiver thereof may be made, whether before or after the times stated therein, in writing signed by the person or persons entitled to such notice and delivered to the corporation for inclusion in the minutes or corporate records. Such written waiver shall be deemed equivalent to the giving of such notice.

ARTICLE VIII. AMENDMENTS

Section 1. Power to Amend Bylaws. The Executive Committee shall have the power to alter, amend or repeal these Bylaws or adopt new bylaws, but any bylaws adopted by the Executive Committee must be consistent with the Articles of Incorporation of the Corporation and the laws of the State of Georgia.

Section 2. Conditions. Action by the Executive Committee with respect to bylaws shall be taken by an affirmative vote of a majority of all members then holding office.

ARTICLE IX. EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article IX shall be operative during any emergency in the conduct of the operations and affairs of HCSB resulting from any significant event because of which a

quorum of HCSB's members cannot be readily assembled, notwithstanding any different provision in the preceding Articles of these Bylaws or in the Articles of Incorporation of the Corporation or in the Georgia Nonprofit Corporation Code. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding Articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative. During any such emergency:

- (a) A meeting of the HCSB may be called by any officer or member of the Executive Committee. Notice of the place, date and hour of the meeting shall be given by the person calling the meeting to such of the members as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- (b) At any such meeting of the Executive Committee and/or the HCSB a quorum shall consist of one member and any other members available.
- (c) Either before or during any such emergency, the Executive Committee and/or the HCSB may provide and from time to time modify lines of succession in the event that during such an emergency any or all officers or agents of HCSB shall for any reason be rendered incapable of discharging their duties.

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

ARTICLE X. INDEMNIFICATION

Section 1. Actions Against Officers. Pursuant to the provisions set forth in Sections 3 and 4 of this Article, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed in good faith to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Provided, however, that the Corporation shall not indemnify a member, officer, employee or agent for any liability incurred in a proceeding in which the person is adjudged liable to the Corporation or is subjected to injunctive relief in favor of the Corporation: (a) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) for acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Section 14-2-831 of the Official Code of Georgia Annotated; or (d) for any transaction from which he received an improper personal benefit. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did not act in a manner he reasonably believed to be in or not opposed to the best interests of the nonprofit corporation, nor, with respect to any criminal action or proceeding, that the person did not have reasonable cause to believe that his conduct was lawful.

Section 2. Actions By Or In The Right Of The Corporation. Pursuant to the provisions set forth in Sections 3 and 4 of this Article, the Corporation shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that the Corporation shall not indemnify a member, officer, employee or agent for any liability incurred in a proceeding in which the person is adjudged liable to the Corporation or is subjected to injunctive relief in favor of the Corporation: (a) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) for acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Section 14-2-831 of the Official Code of Georgia Annotated; or (d) for any transaction from which he received an improper personal benefit.

Section 3. Expenses. To the extent that a member, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Determination And Authorization. Except as provided in Section 3 of this Article, and except as may be ordered by a court, any indemnification under Sections 1 and 2 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Executive Committee by a majority vote of a quorum consisting of representatives who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, by majority vote of a committee duly designated by the Executive Committee, consisting solely of two or more members not at the time parties to the action, suit or proceeding, or (3) by special legal counsel employed by the Corporation for that purpose. Authorization of indemnification or an obligation to indemnify, and evaluation as to reasonableness of expenses, shall be made in the same manner as the determination that indemnification is permissible.

Section 5. Prepayment. Expenses incurred in defending or prosecuting a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Committee if: (a) the representative, officer, employee or agent furnishes the Corporation a written affirmation of his good faith belief that his conduct merits indemnification under Section 1 or Section 2 of this Article; and (b) the member, officer, employee or agent furnishes the Corporation a written undertaking, executed personally on his behalf, to repay advances if it is ultimately determined that he is not entitled to indemnification pursuant to the laws of this State.

Section 6. Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights, with respect to indemnification or otherwise, to which those seeking indemnification may be entitled under any bylaw or resolution adopted or approved by a majority of the full Executive Committee, both as to an action by a member, officer, employee or agent in his official capacity, and as to an action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a representative, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred by him in that capacity, or arising from his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 8. Mergers/Consolidations. For purposes of Sections 1 and 2 of this Article, reference to "the Corporation" or "HCSB" shall include, in addition to the surviving or new corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation with the Corporation so that any person who is or was a member, officer, employee or agent of such merging or consolidating corporation, or is or was serving at the request of such merging or consolidating corporation as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provision of Sections 1 and 2 of this Article with respect to the Corporation as he would if he had served the Corporation in the same capacity. However, no indemnification under Sections 1 and 2 of this Article shall be mandatory without the approval of such indemnification by the Executive Committee of the Corporation in the manner provided in Section 4 of this Article.

ARTICLE XI. PAYMENTS TO OFFICERS AND REPRESENTATIVES

No part of the net income or profit of the corporation, if any, shall be distributed to the Foundation or Hapeville Charter School Board.

ARTICLE XII. HAPEVILLE CHARTER SCHOOL BOARD

Section 1. General Powers. The affairs of the Hapeville Charter School Board shall be exercised by, or under the authority of the Hapeville Charter School Board. The Hapeville Charter School Board shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of Hapeville Charter Schools as deemed proper, and not inconsistent with the Corporation's Articles of Incorporation, these Bylaws, and the laws of this State.

Section 2. Number on the Hapeville Charter School Board. The Hapeville Charter School Board shall consist of seven to nine (7 to 9) persons (including the 3 officers from the Executive Committee) which number shall be fixed from time to time by the Hapeville Charter School Board. Each person must be at least 21 years of age or older and a resident of the State of Georgia.

Section 3. Structure of the Hapeville Charter School Board. The Hapeville Charter School Board will include:

- o Seat #1: Executive Committee CEO / HCSB Board Chair
- o Seat #2: Executive Committee CFO / HCSB Treasurer
- o Seat #3: Executive Committee Secretary / HCSB Secretary
- o Seat #4: HCSB Community Representative #1
- o Seat #5: HCSB Community Representative #2
- o Seat #6: HCSB Community Representative #3
- o Seat #7: HCSB Parent/Guardian Representative #1
- o Seat #8: HCSB Parent/Guardian Representative #2
- o Seat #9: HCSB Parent/Guardian Representative #3

Section 4. Duties of the Hapeville Charter School Board. The Hapeville Charter School Board shall:

- Serve on a Board committee or school-wide subcommittee.
- Gather and report Liaison Group concerns and ideas to the Board.
- Inform Liaison Group of Board decisions.
- Encourage teamwork within the group.
- Provide leadership in implementing the mission and goals.
- Facilitate communication among the Board.
- Commit to attend board meetings on a regular basis.

Section 5. Hapeville Charter School Board Officers and Responsibilities. The Hapeville Charter School Board officers include (1) the Executive Committee CEO, (2) the Executive Committee CFO, and (3) the Executive Committee Secretary. The responsibilities for the officer positions are described in Article III, Sections 4, 5 and 6.

Section 6. Announcements of Community Representative (Seats #4, #5, and #6) and/or Parent Representative (Seats #7, #8 and #9) Openings. The openings of the Community and/or Parent Representative positions will be announced by the Hapeville Charter Executive Director via the Hapeville Charter Middle School and Hapeville Charter Career Academy websites (Click: GOVERNANCE, then ABOUT, then BOARD MEMBER APPLICATION.) Any board opening announcement to the public will include the required educational and/or work experience to be considered for a position on the Hapeville Charter School Board. The announcement will include the following:

- (a) specific questions to be completed regarding qualifications for serving on the Hapeville Charter School Board
- (b) deadline for the applicant to submit his/her completed responses
- (c) instructions for emailing the completed responses to the Executive Director
- (d) explanation of the timeframe from the submittal deadline date to the final election decision date Board and “Welcome to the Hapeville Charter School Board” announcement via the school websites and email broadcast to the Hapeville Charter community, including faculty, staff, students, parents and the LEA.

Section 7. Election of Community Representative. The Hapeville Charter School Board will receive the responses to the questions completed by the Community Representative applicant on the date specified per Article XII, Section 6, part (d). An online voting survey will be available for the Hapeville Charter School Board to complete per the timeframe described in the opening announcement to the public. The Executive Director will confirm the final decision with the CEO prior to completing the Welcome to the HCSB announcements via the school websites and email broadcast to the Hapeville Charter community.

Section 8. Election of Parent/Guardian Representative. Any openings for the three (3) parent/guardian members of the Board will be announced via the HCMS and HCCA websites by April of each year. The Principals and the Executive Director will solicit suggestions from the School Community as to the suitability for these positions. The parent/guardian members on the Hapeville Charter School Board will be determined by a vote of support by the parent/guardian attendees at the September HCMS and HCCA PTCO meetings each school year.

Section 9. Hapeville Charter School Board Training. Hapeville Charter School Board representatives are required to participate in annual board training workshops and/or sessions as required by the State law.

Section 10. Terms of Hapeville Charter School Board. The term of Seats #4 through #9 (see Section 3) is for 2 years. Any representative of Seats #4 through #9 may serve 3 consecutive terms in one position. The positions for Seats #4 through #9 are available as indicated in the following chart:

Seat #	Community or Parent/Guardian Representative	Start Year
#4	Community Representative	Even
#5	Community Representative	Odd
#6	Community Representative	Even
#7	Parent/Guardian Representative	Odd
#8	Parent/Guardian Representative	Even
#9	Parent/Guardian Representative	Odd

A representative who assumes one of the Seats #4 through #9 during a midterm shall do so until the end of the current term.

Section 11. Resignation. A Hapeville Charter School Board representative may resign at any time by giving written or emailed notice to the Executive Committee CEO, CFO, Secretary, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officer, and the acceptance of the resignation shall not be necessary to make it effective.

A representative who resigns may postpone the effectiveness of his resignation to a future date or to the occurrence of a future event specified in a written tender of resignation. A vacancy shall be deemed to exist at the time of such tender, and the process to fill this vacancy will start as defined in Section 6.

Section 12. Regular Meetings. The Hapeville Charter School Board shall have a minimum of nine regular meetings during each fiscal year at dates, times and locations determined by the Board at the May meeting the preceding year. The meeting dates and times will be posted on the Hapeville Charter Middle School and Hapeville Charter Career Academy websites. The Hapeville Charter School Board representatives may attend Regular Meetings through the use of any means of communication by which each representative may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call. A quorum is reached when at least five of the nine possible positions are filled and at least three of the possible filled positions are in attendance. (See Article III Section 12).

Section 13. Order of Business. The order of business at Hapeville Charter School Board regular meetings shall include at least the following items:

1. Roll call and Call Meeting to Order
2. Reading and approval of minutes of preceding meeting.
3. Financial Report
4. Academic Update from the High School Principal
5. Academic Update from the Middle School Principal
6. Action Items
7. Old Business
8. New Business
9. Adjourn

Section 14. Open Meetings Law. The Hapeville Charter School Board shall be subject to the provisions of Open Meetings Law, O.C.G.A. § 50-14-1, and Inspection of Public Records Law. O.C.G.A. § 50-18-70.

Section 15. Special Meetings. The CEO may call a special meeting of the Hapeville Charter School Board by phone or email with at least two days' notice to each representative. An agenda need not be included for a Called Meeting. The CEO must specify the exact date, time and location of the meeting.

Section 16. Majority Vote. The act of the majority of the representatives attending a meeting at which a quorum is present shall be the act of the Board.

Section 17. Hapeville Charter School Board Committees. If the Hapeville Charter School Board determines the need to establish one or more Board or advisory committees, the committees of the Board will be chaired by a representative of the Board. In addition to the Executive Committee, the following Board committees are currently in place:

Academic Excellence.

The Academic Excellence Committee provides appropriate board oversight of the academic program by ensuring that the school's educational program is positively impacting student achievement and by raising strategic academic issues for board discussion. The Academic Excellence Committee, chaired by a board member, will meet as often as necessary to conduct its work, but typically at least monthly. Specific responsibilities of the academic excellence committee include:

1. Assume responsibility for ensuring that students are achieving at the highest levels
2. Agree on a definition of academic excellence for the school
3. Understand how student achievement is measured at the school and build board-wide understanding of the most critical measures
4. Data Utilization: In partnership with the school leader, monitor student achievement by reviewing and analyzing external, standardized tests and internal assessments, deeply understanding the factors affecting performance data and sharing updates with the full board
5. Verify that school administrators use student data constructively and routinely to inform decisions
6. Evaluate student achievement at the school in comparison to other schools and national standards
7. Insist on targeted changes to the academic program if student achievement is lagging
8. Identify strategic and long-term challenges to the academic program before they become urgent issues
9. Work with staff to develop academic dashboards to help the board absorb large amounts of complex information and understand patterns and trends

Finance.

The Finance Committee, chaired by the CFO/Treasurer will meet as often as necessary to conduct its work, at minimum before every board meeting. Its purpose is to provide appropriate board oversight of school finances, ensure accurate and comprehensive financial reporting to the board, and raise strategic financial issues for board discussion. Additional responsibilities include recommending financial policies to the Board, working with the Development and Awareness Committee to set/achieve advancement goals and with school leadership to establish financial goals and practices.

Development and Awareness.

Lead development (fundraising) and oversight of the parent involvement plan and other parent and family volunteer programs within the school. Improve awareness and perception of the schools, and its influence on the communities served. Support overall comprehensive marketing and communications strategy. Partner with staff to oversee a consistent and active communication strategy to all stakeholders for program messaging, fundraising, awareness and branding. Ensure the board builds strong and strategic relationships with stakeholders through the integration of the organization's education, public relations, and public policy activities.

Governance.

The Governance Committee is the committee of the board, by the board, and for the board. Its primary responsibility is to ensure the board is governing effectively and revitalizing itself. It is responsible for providing leadership for board education, ensuring a strategically composed board is in place to govern the institution, nominating candidates for officer positions and committee membership, nominating and orienting new board members, ensuring an effective governance structure, and ensuring an effective board self-assessment process.

Additional duties of the Governance Committee include recommending action to the board for structural changes to the bylaws and policies to ensure the organization is in compliance with its legal and fiduciary duties. The governance committee is accountable for the board's and the organization's governance guidelines and policies.