

Appendix B

Bylaws of Tybee Island Maritime Academy (last approved Dec. 9, 2019)

Article 1. Name

The name of the corporation is Tybee Island Charter School, d/b/a Tybee Island Maritime Academy.

Article 2. Purpose and Mission of the Corporation

Section 1. Purpose

The corporation is organized, and will be operated, exclusively for charitable, literary, educational, and cultural purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Mission

Tybee Island Maritime Academy (TIMA) creates a supportive, highly involved, learning community that promotes the highest academic achievement through a maritime, career-focused, project-based curriculum centered on the natural and historical context of Tybee Island and the surrounding Savannah area. TIMA guides students in the development of character and academic potential through a rigorous, **STEAM-focused**, hands-on, project-based curriculum. TIMA includes character enrichment combined with a focus on skill development leading to successful career opportunities available in the Savannah area.

Article 3. Officers, Administration, and Executive Committee of the Corporation

Section 1. Officers, Executive Committee and Terms

The officers of TIMA shall consist of a President, Secretary, and Treasurer (accounts manager) all of whom shall also be voting members of the Governing Board (“Board”).

The administration of TIMA shall include a Principal Administrator and Chief Financial Officer, both of whom shall attend Executive Committee and Board meetings as non-voting participants.

The term of each officer shall be for one year, except as otherwise may be provided in these Bylaws (see Article 3, Section 6). The term of each administrator shall be defined by contract and applicable regulations.

The Executive Committee will be comprised of the President, Secretary, Treasurer, Principal and Chief Financial Officer.

Section 2. Executive Committee Purpose

The President and the Executive Committee shall set the agenda for all Board meetings. The Executive Committee may make additional recommendations to the Board.

Section 3. Duties of Officers

The powers and duties of the officers shall be as follows:

A. President

The President shall be the chief executive officer of the corporation and shall have general and active management of the operation of the corporation. The President shall be responsible for overseeing the administration of the school, including general implementation of the policies and management of the financial affairs of the corporation. The President shall be chair of the Executive Committee, shall preside at meetings of the Board, and shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Board.

B. Secretary

The Secretary shall be responsible for the official records of the Board, including preparation of meeting minutes for approval in advance of each Board meeting. The Secretary shall preside over the Executive Committee and Board meetings in the absence of the President. The Secretary shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Board.

C. Treasurer

The Treasurer shall be responsible for developing and managing budgets, strategies, operations and policies related to the treasury function, including cash management, financial reporting, P&L, Balance Sheet, and asset management payment processing. The Treasurer works with the Chief Financial Officer and any bookkeepers to insure proper accounting procedures are followed. The Treasurer also works with external auditors to validate financial performance and compliance. The Treasurer shall be a member of the Executive Committee and shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Board.

Section 4. Duties of Administrators

A. Principal Administrator

The Principal Administrator of the school shall provide the instructional, operational and administrative leadership necessary to ensure the success of the school, including primary responsibility for safety, achievement and financial performance. The Principal is the overall leader of the school, with a dominant focus (estimated at 75% of time spent) on instructional leadership. The school principal will be held accountable for the continuous improvement of the school and its staff and for increased student achievement. Faculty and staff will be evaluated annually by the Principal Administrator.

The Board will annually evaluate the Principal Administrator using the same evaluation methodology used by the Georgia Department of Education (currently LKES). The Board will solicit feedback on the performance of the Principal Administrator from parents, students, faculty, and staff through an annual survey, and Board members will be provided an opportunity to offer comments in a closed personnel meeting. The Board's evaluation will be presented by the President to the Principal Administrator.

B. Chief Financial Officer

The Chief Financial Officer (CFO) shall oversee the management of the financial affairs of the corporation and shall have the responsibility to recommend actions concerning the corporation's financial affairs to the President, Administrator, and Board. The CFO shall, with the administration's assistance, develop TIMA's budgets and shall develop long-range financial goals that shall be presented to the Board. The CFO shall ensure that all records are maintained accurately by TIMA's accounts managers and bookkeepers. The CFO shall present a financial report at each Board meeting. The CFO shall have the authority and responsibility for the safekeeping of the funds, securities, and other assets of the corporation and shall serve as an advisor on all financial matters relating to the management and operation of the corporation's assets. The CFO shall be responsible for assisting with the preparation of an annual report and have the accounting records audited as needed by a certified public accountant. The CFO is responsible for making sure that the school complies with local, state, and federal financial guidelines and shall file the school's income tax forms. The CFO shall be the keeper of the corporation's seal.

Section 5. Nomination and Election

Officers shall be elected by the Board by majority vote at the May Board Meeting. The elected officers shall assume their duties at the August Board Meeting.

Section 6. Vacancies and Removals.

A vacancy in the office of the President shall be filled by the Secretary. Vacancies in other offices shall be filled by a Board member. The Board shall fill such a vacancy by an election of the Board. A person elected to fill a vacancy on the Board shall hold office until the next annual meeting at which time regular elections of the Board occur.

At a meeting with respect to which notice of such purpose is given and a quorum present, upon two-thirds majority vote, the Board may remove an officer from office for dereliction of duty or for any reason that it deems necessary.

Section 7. Compensation of Officers and Administrators

The officers shall serve without compensation; however, the corporation shall be authorized and empowered to reimburse reasonable out-of-pocket expenses incurred by an officer in furtherance of the corporation's purposes. Administrator compensation shall be established by contract and applicable regulations.

Article 4. Governing Board

Section 1. Personnel and Terms

The Board consists of at least seven (7) voting members and two (2) non-voting members: 1) the Principal Administrator; and 2) the Chief Financial Officer.

Each Member shall serve for a two (2) year term and may be reelected without limit.

One half of the members will be elected in even numbered years, with the remaining members elected in odd numbered years.

Ex Officio, Community Members, or other non-voting members may be appointed by majority vote of the Board throughout the calendar year. These members will serve on the Board until the next annual meeting at which time regular elections of the Board occur.

Section 2. Duties and Responsibilities

The affairs of the corporation shall be controlled and administered by the Board. The Board shall have complete responsibility for managing the school, subject to the management and control of the Savannah/Chatham County Board of Education and the Georgia State Board of Education as provided in the School Charter and Contract in a manner consistent with the Constitution. The duties of the Board of the corporation shall be to: (a) serve as the policy-making body of the corporation within the limitations of the Charter and consistent with federal and state law, (b) set goals for the current fiscal year and long-range plans and goals for future development, and (c) establish, and elect chairs of, various committees the Board may find useful.

Each Board member is responsible for attending all Board meetings, an annual retreat when offered, and all required Board training sessions. Board members are also responsible for serving as a member of or as liaison to a committee when requested by Board action.

Board members will initiate requests and questions to school employees concerning school management and operations through the Principal Administrator except for the following circumstances: (a) when asking the teacher member of the Board for information, (b) when exercising a role authorized by the Bylaws and/or by Board approval of a committee function (e.g., Art. 3, Sec. 3., Officers Duties; Art. 5, Sec. 6, Personnel Committee Duties), or (c) when a parent member of the Board seeks information and/or some consideration bearing upon his or her child's situation at the school.

Section 3. Conflict of Interest

Board members are obligated to disclose any potential conflict of interest to the Board. In addition, Board members will submit completed conflict of interest forms on an annual basis and update these records as needed. Further, Board members shall abstain from official Board considerations and actions in which they have a conflict of interest. If there is a question regarding such a potential conflict of interest, then the issue will be settled by majority vote of the Board.

Section 4. Nomination and Election

The Board will be responsible for securing Board members in a manner that ensures the continued operations of the corporation. The Board will solicit interested candidates through school communications, email, or other methods. The Board will elect new members from the pool of interested candidates by majority vote at the May Board meeting. These elected Board members shall assume their duties at the August Board meeting.

Section 5. Vacancies and Removals

In the event of the resignation, death, or removal of a member from the Board, the Board shall fill such a vacancy by an election of the Board. A person elected to fill a vacancy on the Board shall hold office until the next annual meeting at which time regular elections of the Board occur.

At a meeting with respect to which notice of such purpose is given and a quorum present, upon two-thirds majority vote, the Board may remove a Board member for any reason. In case of the resignation or removal of Board members, other than officers, the newly elected Board member will be installed for the remainder of the original term of the original member. The terms for replacement officers are treated in Article 3, Section 6.

Section 6. Meetings

The Board of the corporation shall meet at least once a month during the academic school year to, among other things, discuss the operation of the school, hear reports and updates from Board members, consider and adopt policies, and address requests and concerns from parents, students, and teachers. Additional meetings may be called at the discretion of the president and shall be called upon written request of three members of the Board with at least five days' notice. Notice of any special meeting of the Board shall state the purpose or purposes for which the meeting is called. All Board members are required to attend Board meetings. If a Board member must be excused from a meeting, the president must receive 24-hours' notice. After two unexcused absences, a Board member could be asked to resign or be removed from the Board. The President shall preside at all Board meetings. The Secretary shall preside over the Executive Committee and Board meetings in the absence of the President.

Section 7. Quorum

At all meetings of the Board, a majority of members of the Board shall constitute a quorum for the transaction of business. If the Board membership should fall to fewer than a majority of members in a precipitous manner (i.e., without the Board having had reasonable time and opportunity to secure replacement members), then of the remaining members of the Board, half of these members plus one will constitute a quorum. Except as otherwise specifically provided herein, all resolutions adopted, and all business transacted by the Board shall require the affirmative vote of a simple majority of the Board members present at the meeting.

Section 8. Compensation

The members of the Board shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by the Board members in furtherance of the corporation's purposes

Article 5. Committees

Section 1. Purpose and Selection

The Board may establish one or more committees as it deems necessary. Committee topics include but are not limited to: academic; governance; development; and strategic planning issues. Each committee shall consist of at least three members.

Article 6. Seal

The seal of the corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the

President of the corporation followed by the word "SEAL" enclosed in parentheses or scroll, shall be deemed the seal of the corporation.

Article 7. Amendments

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended by a simple majority of the members of the Board present at any regular, annual, or special meeting where a quorum is present.

Section 2. Amendment of Bylaws

These Bylaws may be amended by a simple majority vote of the Board present at any regular, annual, or special meeting where a quorum of the Board is present. Notice of any amendments to the Bylaws shall be provided to the Savannah/Chatham County Board of Education within fifteen (15) days of the vote enacting the amendment.

Article 8. Indemnification

Section 1. Obligation to Indemnify

The corporation shall, upon a request to do so pursuant to Article 8, Section 2 of these Bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a member of the Board, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the maximum extent allowed by Section 14-3-850 *et seq.*, of the Georgia Nonprofit Corporation Code, upon the determination by the corporation that such indemnification is proper in accordance with Section 14-3-850 *et seq.*, of the Georgia Nonprofit Corporation Code. Expenses incurred in defending 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 upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation.

Section 2. Claim Notification and Indemnification Request

In order to obtain indemnification under Article 8, Section 1 of these Bylaws, the person (s) seeking indemnification shall request such indemnification of the corporation by notifying the corporation of the following:

- (a) the substance and amount of the claim or claims alleged against him or her
- (b) the forum in which such claims have been asserted
- (c) the date or dates upon which such claims were asserted
- (d) the defenses made or intended to be made to such claims
- (e) the current status of such claims
- (f) the date upon which, or the period within which, resolution of such claims can reasonably be expected; and
- (g) the anticipated amounts, or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Within sixty (60) days of its receipt of such notice, the corporation shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided in Section 14-3-850 *et seq.*, of the Georgia Nonprofit Corporation Code. If the corporation fails to take such action, the person seeking indemnification may call a special meeting of the members of the Board of the corporation at the principal office of the corporation. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with Article 4 of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the corporation requesting indemnification with his or her notice to the Board members of the special meeting.

Section 3. Insurance

If the corporation or Savannah/Chatham County Board of Education purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to this Article 8, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

Section 4. Notification of Payment

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members of the Board, or by an insurance carrier pursuant to insurance maintained by the corporation or Savannah/Chatham County Board of Education, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, the corporation shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation Code, send to the members of the Board of record at the time entitled to vote for the election of Board members a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Section 5. Corporate Entity

For purposes of this Article 8, and with respect to any merger or consolidation involving the corporation, references to “the corporation” 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, so that any person who is or was a member of the Board, officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as a member of the Board, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under Article 8, Section 1 of these Bylaws with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

Section 6. Indemnification Continuity

The indemnification and advancement of expenses provided by or granted pursuant to this Article 8 shall, unless otherwise provided when authorized or, ratified, continue as to a person who has ceased to be a member of the Board, officer, employee or agent and shall inure to the benefits of the heirs, executors, and administrators of such person.

Section 7. Non-Exclusivity

The right of indemnification provided in this Article 8 shall not be exclusive of any rights to which any member of the Board, officer, employee, or agent of the corporation may now or hereafter become entitled apart from the Article 8.

Section 8. Modification

Any repeal or modification of this Article 8 or any applicable provision of the law of Georgia shall not affect the corporation's rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.