



Bylaws of the Governing Board of Tybee Island Maritime Academy (TIMA)

Adopted on January 27, 2025

Article 1. Name

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

Article 2. Purpose and Mission of the TIMA

Section 1. Purpose

The corporation is organized, 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. The corporation is operated as a Charter School in accordance with the Charter approved by the Savannah/Chatham County Board of Education and the Georgia State Board of Education. The Governing Board shall exercise substantive control over such areas as personnel decisions, financial decisions, curriculum and instruction, resource allocation, establishing and monitoring the achievement of school improvement goals, and school operations, which are listed by way of example and not by limitation.

Section 2. Mission

Our mission is to cultivate a culture of learning and innovation where people achieve maximum potential in maritime communities.

Article 3. Governing Board Officers and School Administration of the Board

Section 1. Board Officers And Terms

The officers of the Tybee Island Maritime Academy (TIMA) shall consist of a Chair, Vice Chair, Secretary, and Treasurer , each of whom shall serve as a voting member of the Governing Board ("Board").

The administration of TIMA shall include a Principal Administrator and a Chief Financial Officer (CFO). The Principal Administrator and the CFO shall attend all Board meetings as non-voting participants. However, the CFO will not attend Board meetings during executive sessions.

Officers will be elected each year for a one (1) year term, unless otherwise specified in these Bylaws (see Article 3, Section 6). The terms of the Principal Administrator and CFO shall be determined by contract and applicable regulations.

Section 2. Duties of Board Officers

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

A. Chair

The Chair shall preside at all meetings of the Board. The Chair shall be authorized to enter into any contract or agreement on behalf of the Board and to execute, in the Board's name, any instrument or other writing, provided such actions comply with established financial policies and procedures.

The Board Chair shall have the authority to create committees and must notify the Board of the establishment of any committee. The Chair shall be an ex-officio member of all committees of the Board and shall supervise and control the other officers of the Board during such interim. The Chair shall also have such other duties, authority, and powers as the Board may prescribe from time to time.

B. Vice Chair

The Vice Chair shall assist the Chair in their duties and preside over Board meetings in the Chair's absence.

C. Secretary

The Secretary shall be responsible for maintaining the official records of the Board, including working with the school's designated recording secretary, to prepare meeting minutes for approval in advance of each Board meeting. In the absence of both the Chair and Vice Chair, the Secretary shall preside over Board meetings. The Secretary shall also perform any additional duties and responsibilities assigned by the Board.

D. Treasurer

The Treasurer shall provide oversight for the development and management of budgets, financial strategies, and policies related to the treasury function, including cash management, financial reporting, P&L, Balance Sheet, asset management, and payment processing. The Treasurer shall work closely with the CFO and bookkeepers to ensure compliance with accounting standards and will oversee coordination with external auditors to confirm financial performance and adherence to regulations. The Treasurer shall fulfill any additional oversight responsibilities as assigned by the Board.

Section 3. Duties of School Administrators

A. Principal Administrator

Because Tybee Island Maritime Academy is a non-profit charter school, the Principal serves in a dual capacity as both the Administrator and Executive Director. This role combines the responsibilities of academic and operational leadership to ensure the school achieves its mission, vision, and strategic goals.

As the Principal Administrator, this leader focuses on setting an innovative, collaborative culture that empowers both staff and students. By fostering autonomy, personal growth, and a mindset of design and problem-solving, the Principal guides TIMA's academic environment, driving instructional excellence and promoting continuous improvement. In this capacity, the Principal's primary responsibility is instructional leadership, overseeing student achievement

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and maintaining a high standard of academic quality across the school.

In the Executive Director role, the Principal is also responsible for operational and financial leadership, ensuring that the school operates efficiently and sustainably. This includes financial stewardship, facilities planning, enrollment management, and the development of long-term strategic plans for school growth. The Principal as Executive Director safeguards TIMA's resources and aligns operations with strategic objectives, working to secure a sustainable future for the school.

To support these responsibilities, the Assistant Principal and Leader-in-Residence provide additional leadership. When the Principal Administrator is unavailable, the AP will serve as acting Principal. If both the Principal and the AP are unavailable, the Leader-in-Residence will serve as acting Principal. This approach ensures continuity in leadership and supports TIMA's mission-driven goals.

B. Chief Financial Officer

The Chief Financial Officer (CFO) is responsible for managing the financial activities and strategies of the corporation. This role may be fulfilled either by a directly employed individual or through an outsourced service provider. In either case, final decision-making authority on financial matters will remain with the Principal Administrator and/or the Board of Directors, as established in TIMA's Financial Policies & Procedures.

The CFO, or the contracted service provider, will oversee financial management and reporting, including preparing and presenting financial reports at each Board meeting, developing and managing the annual budget, and crafting financial strategies to support the organization's goals. They will actively manage cash flow to ensure financial stability and work collaboratively with academic leadership to align financial resources with educational priorities.

Compliance with all local, state, and federal financial regulations is a key responsibility of the CFO, who will also coordinate financial audits and ensure the timely filing of required tax forms. Additionally, the CFO will provide training to staff involved in budget management, equipping them to maintain compliance and effectively manage financial resources.

The CFO will support the preparation of the corporation's annual report and perform any additional financial duties assigned by TIMA. While the CFO is entrusted with executing these functions, the corporation retains full authority over all financial decisions, with the Principal Administrator and/or the Board of Directors providing final approval on key financial matters.

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 on July 1st and will be welcomed at the August Board Meeting.

Section 6. Vacancies and Removals.

A vacancy in the office of the Chair shall be filled by the Vice Chair. 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 an officer vacancy on the Board shall hold the office until a

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new officer assumes the role after being elected by the Board through its normal election process.

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. Members and Terms

The Board shall consist of a minimum of seven (7) and a maximum of eleven (11) voting members, along with one (1) non-voting member: the Principal Administrator. The Board may include parents, guardians, or immediate family members of enrolled students, but they must not constitute a majority of the Board.

Each member shall serve a two (2) year term and may be reelected for up to three (3) consecutive terms. After a one (1) year break in service, a board member may be reappointed.

If a Board member is elected as an officer during the final year of their current term, that term may be extended once for a period not to exceed one (1) year to allow the officer to complete their term in that position.

Board member terms shall be staggered so that approximately one-half of the board members are elected each year, ensuring continuity and consistency in governance.

Ex Officio, Community Members, or other non-voting members may be appointed by majority vote of the Board throughout the calendar year to serve on the Advisory Board. These members will remain until replaced or removed by the Board.

The Board may appoint a teacher member serving in an ex-officio capacity to provide insights from the teacher's perspective and reflective commentary on the mission of the school, with a purpose of enhancing the Board's understanding and support of educational practices.

Section 2. Board Duties and Responsibilities

The Board's function is to uphold the mission and vision of the school, set policy, and work collaboratively with school leadership. It ensures TIMA's compliance with performance goals and the charter contract while overseeing organizational planning and financial stability. The Board exercises substantive control over key areas, including personnel, finances, curriculum and instruction, resource allocation, and school operations, as outlined in the Roles and Responsibilities of the Local Charter. Substantive control refers to defining rights and duties rather than merely establishing procedural rules.

The Board shall be fully responsible for managing the school, subject to the oversight of the Savannah/Chatham County Board of Education and the Georgia State Board of Education, as provided in the School Charter and Contract, in compliance with the Constitution.

The Board is responsible for proactive succession planning for the governing board and the Principal Administrator, including all personnel actions related to the Principal Administrator. The Board will annually evaluate the Principal Administrator using the same evaluation methodology used by the Georgia Department of Education. The Board's evaluation will be presented by the Chair to the Principal Administrator.

Section 3. Board Member Duties and Responsibilities

Board members are expected to uphold the highest standards of confidentiality regarding discussions held during executive sessions. This includes refraining from disclosing any sensitive information, deliberations, or decisions made during these sessions to unauthorized individuals. Violating this confidentiality not only undermines the trust within the Board but also jeopardizes the integrity of the school's governance and operations.

The governance score in the school's charter review is directly tied to Board Members meeting their attendance and training obligations. Board Members are expected to attend all Board meetings in person without exception. If a Board member must be absent or participate via telepresence, the Chair must receive a minimum of twenty-four (24) hours' notice. While legitimate reasons for absence may be considered and excused with proper notice, any Board member who misses more than three (3) meetings during the academic year should resign from the Board, as they are clearly unable to meet the critical responsibilities of effective governance.

Failure to complete required training is unacceptable and may jeopardize the school's operational stability. Board Members who fail to meet annual training requirements will be subject to removal from the Board, as such neglect places the integrity of the Board and the school at significant risk.

Board members will initiate requests and questions to school employees concerning school management and operations through the Board Chair except for the following circumstances: (a) when asking the teacher member of the Board (if appointed) for information, (b) when exercising a role authorized by the Bylaws and/or by Board approval of a committee function, 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 4. Board Member Nomination and Selection Process

The Board shall be responsible for securing its members in a manner that ensures the continued operation of the corporation. The Board shall solicit interested candidates through school communications, email, and other appropriate methods. New members shall be elected from the pool of interested candidates by a majority vote at the May Board meeting.

The Chair shall annually appoint a Board Development Task Force, whose role shall be to propose a slate of new board members and a slate of officers for consideration by the Board at its May meeting. In developing the proposed slates, the Task Force shall consider the skill set of the current Board members as well as the needs and strategic priorities of the Board.

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The proposed slates may be approved by a majority vote of the Board at the May meeting. If the slate is not approved by a majority of the Board, the Task Force shall present a revised slate for consideration at the June Board meeting. Should the Board reject the second proposed slate, the Board shall have the authority to elect new members and officers from the pool of interested candidates. Board members and officers shall assume their duties on July 1st, consistent with their identified terms.

Section 5. Vacancies and Removals

Any Board member may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified therein. No acceptance of such resignation shall be necessary to make it effective.

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 replaced by a new member elected by the Board through its normal annual election process.

At a meeting with respect to which notice of such purpose is given and a quorum present, upon a 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 term of the departing member.

Section 6. Meetings

The Board shall convene a minimum of ten (10) times during the academic school year to discuss the operation of the school, receive 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 Chair or upon written request of three (3) members of the Board, provided that at least five (5) days' notice is given. Notice of any special meeting shall explicitly state the purpose or purposes for which the meeting is called.

At every regular meeting of the Board, members of the public will be allowed to address the Board on a topic of their choice related to TIMA, unless prohibited by law or policy.

Individuals interested in speaking must submit the designated form at least seven (7) calendar days prior to each meeting. Each speaker will be allotted five (5) minutes to speak. If the meeting is held in person, the speaker is expected to attend in person. If the meeting takes place virtually, the speaker is requested to activate their video screen while speaking.

The Board shall ensure compliance with the Open Meetings Act, codified under O.C.G.A. § 50-14-1, thereby maintaining transparency and accountability in all its deliberations and decisions. Members of the public do not have the right to attend any executive sessions of the Board.

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, in a precipitous manner (i.e., without the Board having had reasonable time and opportunity to secure replacement

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members), to fewer than the required minimum of seven 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

Section 9. 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.

Article 5. Committees

Section 1. Purpose and Selection

The Board Chair is authorized to establish one or more committees as deemed necessary. The Board shall be notified upon the establishment of any committee. Committee topics may include, but are not limited to, academic, governance, development, and strategic planning matters. Each committee shall consist of a minimum of 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 a seal at any time, the signature of the Chair 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.

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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, upon receiving notice of a claim, promptly notify the Board and 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.

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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 14-3-704 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.

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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.

Signatures to follow text of bylaws:

I hereby certify that the foregoing Bylaws were duly adopted by the Tybee Island Charter School, Inc., d/b/a Tybee Island Maritime Academy (TIMA) as of January 27, 2025 and that they fully replace any previously approved versions of Tybee Island Charter School, Inc.'s bylaws and their subsequent amendments. All bylaws and bylaw amendments prior to January 27, 2025 are null and void and have been replaced by this document as of January 27, 2025.



Governing Board Chair Signature

BRIGITTE VANBAELEN
Printed Name

3.24.25
Date

Attested to by:



Secretary Signature

LAUREN TIGNOR
Printed Name

3/24/25
Date

(approved January 27, 2025)