

**BYLAWS**  
**OF**  
**GEORGIA ONLINE ACADEMY, INC.**

Amended April 25, 2017

**ARTICLE I**  
**NAME, LOCATION AND PURPOSE**

Section 1.1. Name. The name of the corporation is Georgia Online Academy, Inc. (the “Corporation”).

Section 1.2. Location. The principal office of the Corporation shall be located at 100 Edgewood Avenue, NE, Suite 915, Atlanta, GA 30303.

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”) therefor; (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 Constitution of the State of Georgia.

**ARTICLE II**  
**GOVERNING BOARD**

Section 2.1. Charter Committee. The property and affairs of the Corporation shall be managed, conducted and directed initially by a charter committee (the “Charter Committee”), comprised of seven (7) members selected by the Corporation’s incorporator. The Charter Committee shall, during its term of existence, have all powers otherwise delegated to the Governing Board (as defined in Section 2.2 below). The Charter Committee will be dissolved after approval of the Charter by the Georgia Charter Schools Commission and upon the election of the first Governing Board of the Corporation.

Section 2.2 Governing Board. Subsequent to the dissolution of the Charter Committee, 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 chief administrator;
- (e) decide all other matters related to the operation of the School, including budgeting, curriculum and operating procedures;
- (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;
- (i) make binding interpretations of the provisions of these bylaws (the “Bylaws”); and
- (j) exercise all such powers of the School and do all such lawful acts necessary to carry on the activities of the School.

Section 2.3. 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 2.4. Number. The number of Directors on the Governing Board shall be no less than seven and no more than eleven of whom at least five must be voting members. The number of Directors may be increased or decreased from time to time by resolution of the Board, provided that the Governing Board may not consist of less than five voting Directors at any time. Director seats on the Governing Board shall be designated by numbers in sequence beginning with

number one forming two “Groups” (the “Odd-Numbered Director Group” and the “Even-Numbered Director Group”) for the purpose of electing Directors in accordance with Section 2.5 hereof.

Section 2.5. Election and Term of Office. Directors shall be elected by a majority vote of the Directors then in office with the Odd-Numbered Director Group and the Even-Numbered Director Group being elected every third year. In other words, there will be two different groups of directors (one odd and one even), but each group will serve a three-year term. Each Group of Directors shall hold office for the earlier of a term of three (3) years or the Director’s death, resignation or removal, provided that members of the Even-Numbered Directors Group of the first Governing Board shall serve a one-year term.

Section 2.6. Qualification Each Director shall be at least eighteen years of age and may not have been convicted of any felonies. A representative from the GACHS staff may be allowed to serve as an *ex officio*, nonvoting member. This position is appointed solely at the discretion of the voting Directors. Each prospective Director 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. At no point may more than two (2) Directors with a child enrolled in the School as students serve on the Governing Board, each with full voting rights. Directors who are parents of currently enrolled students may serve as officers of the Board except that they may not serve as Chair of the Board. Each Director shall have the expertise necessary to perform all the duties required of him or her as a Director.

Section 2.7. 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 of the existing members of the Governing Board. Each Director elected to fill a vacancy created by the 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.

Section 2.8. 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 O.C.G.A. § 50-14-1 *et seq.* (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 2.9. 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, the Georgia Open Meetings Law.

Section 2.10. Notice. The Secretary or his or her designee shall give to each member of the Governing Board prior written or e-mailed notice either of 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 on-line 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 thereat, and be consistent with the Georgia Open Meetings Law. Public notice shall not, however, be required if not otherwise required by the Georgia Open Meetings Law.

Section 2.11. Quorum. At any meeting of the Governing Board, the presence of a majority of the voting members of the Governing Board shall be necessary to constitute a quorum for the transaction of business. No proxies shall be allowed. 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 2.12. 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.

Section 2.13. Removal. A Director may be removed from office with or without cause, by the vote of two-thirds of the other voting Directors then in office at any meeting of the Governing Board after notice to all Directors of that purpose. A new Director shall be elected to fill the unexpired term of any removed Director as provided in Section 2.7.

Section 2.14. Compensation. Directors shall not be entitled to any compensation for their service as Directors. Each Director may be reimbursed for his or her reasonable expenses incurred in attending and participating in a regular or called meeting of the Governing Board

Section 2.15. 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.

## **ARTICLE III**

### **OFFICERS**

Section 3.1. Number. The Corporation shall have a President, a Secretary and 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. Prior to the first election of the Governing Board and Officers, each Officer shall be selected by the Charter Committee. Thereafter, 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 his/her 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. Chair of the Board. The Chair 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. No Director with a child enrolled in the School may serve as Chair of the 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. The Superintendent shall serve as the Secretary unless otherwise determined by a majority vote of the Directors.

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. He/she 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 Superintendent may secure a professional accounting firm to manage the funds of the Corporation, subject to the direction of the Governing Board. The Treasurer

shall have such other powers and duties as may be designated by the Governing Board.

Section 3.7. 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.

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.

#### **ARTICLE IV** **COMMITTEES**

Section 4.1. Establishment. The Governing Board may, by resolution adopted by a majority of the Directors in office, establish such committees (to consist of two (2) or more individuals 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 Chair of the Governing Board shall act as Chairperson of the Executive Committee, which consists of the chairpersons of each standing committee. The Chair of the Governing Board shall appoint the committee members for every standing committee. Chairpersons of any other committees established by the Governing Board shall be designated by vote of the board members who serve on each committee.

Section 4.3. 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.

**ARTICLE V**  
**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 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/her conduct was in its best interests, and in all other cases, that his/her 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/her 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/her official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director. The Corporation shall obtain reasonable insurance to cover the actions of the directors and officers.

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 VI**  
**FINANCIAL REPORTS**

Directors shall cause to be prepared an annual financial report.

**ARTICLE VII**  
**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 of the Governing Board.

**ARTICLE VIII**  
**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 a 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 IX**  
**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 X**  
**INTERPRETATION OF CHARTER**

The Charter and/or applicable federal, State or local law shall control when in conflict with these Bylaws.

**ARTICLE XI**  
**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 24 day of July, 2009, 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
1.2	5/13/2013	Unanimous Vote
2.2	5/13/2013	Unanimous Vote
2.4	5/13/2013	Unanimous Vote
2.5	5/13/2013	Unanimous Vote
2.6	5/13/2013	Unanimous Vote
2.8	5/13/2013	Unanimous Vote
2.9	5/13/2013	Unanimous Vote
2.10	5/13/2013	Unanimous Vote
2.13	5/13/2013	Unanimous Vote
2.16	5/13/2013	Unanimous Vote
3.4	5/13/2013	Unanimous Vote
4.1	5/13/2013	Unanimous Vote
4.2	5/13/2013	Unanimous Vote
Article V	5/13/2013	Unanimous Vote
2.2	10/25/2016	Unanimous Vote
2.4	10/25/2016	Unanimous Vote
3.5	10/25/2016	Unanimous Vote
3.6	10/25/2016	Unanimous Vote