

## BY-LAWS OF SOUTHWEST GEORGIA STEM CHARTER SCHOOL

Amended March 17, 2022.

### *Article I.*

#### **NAME OF CORPORATION**

The name of the Corporation is SOUTHWEST GEORGIA STEM CHARTER, Inc. (The Corporation) which shall operate a public Charter School under the name of Southwest Georgia STEM Charter School (SOWEGA STEM) in the State of Georgia.

### **Article II.**

#### **INCORPORATOR AND ADDRESS**

The name and address of the initial incorporator is Joyce Blanton, 185 Pecan Street, Shellman, Georgia. The registered office of the Corporation shall be located at the aforementioned address. The officers of the organization as of the date of this amendment to the bylaws are: Anthony Lee III, Christopher Weathersby, and Patricia Goodman

### *Article III.*

#### **ORGANIZATION PURPOSE**

Section 1. The Corporation is organized according to the provisions of the Georgia Nonprofit Corporation Code and is organized exclusively for charitable and educational purposes, including the formation and operation of a public Charter School pursuant to the Charter School Act of 1998, effective July 1, 1998, being designated as Article 31 of Title 20-2-2060 through 20-2-2071 of the Official Code of Georgia Annotated (the Act).

The Corporation will support the school's vision and mission:

#### **Vision**

*Southwest Georgia STEM Charter School will provide a focused, competitive, hands-on, and joyful learning environment for all students that will prepare them to become successful, gracious, scholarly citizens.*

#### **Mission**

*Southwest Georgia STEM Charter School will provide distinguished and integrated instruction in an environment that cultivates respect, is inclusive of all, and lays the foundation for excellence and life-long learning.*

Section 2. The school shall be operated in accordance with the Charter to be approved by the Georgia State Charter Schools Commission. The Corporation is to qualify as a tax exempt organization under the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986, and the corresponding section of any future federal tax code.

Section 3. The Corporation is not organized for and shall not be operated for monetary gain or profit. No part of the property of the Corporation and no part of its net earnings shall be to the benefit of or distributable to the members of the Governing Board, officers, or other private persons.

Section 4. The Corporation may receive funds from the State Board of Education and may solicit funds from other sources such as individual and charitable organizations for the sole purpose of operating the school or implementing its mission. The Corporation will have complete and absolute autonomy over the funds to spend at its discretion and as it sees fit, consistent with its Charter and Budget. The Corporation may incur debt in the name of the corporation to further the school's mission and expansion.

#### **Article IV**

##### STOCK HOLDINGS, MEMBERS, DURATION OF CORPORATION

The Corporation shall have no capital stock, and it shall have no shareholders or members. The Corporation will have perpetual duration.

#### **Article V**

##### GOVERNING BOARD

Section 1. The Corporation shall be governed by a Governing Board consisting of the following officers and members:

1. Chairman
2. Vice Chairman
3. Secretary/Treasurer

The Governing Board shall contain no more than nine members and no less than three. The Governing Board shall consist of persons with expertise in education, business, management, law, government, and/or finance, with at least three of the areas represented at all times. The other areas may be represented as an advisory status. Parents of students enrolled in the charter school may serve on the board only if they have an expertise other than being a parent. A member of administrative staff shall act in an advisory role ex-officio, as a liaison for the faculty, and shall be present at all Governing Board meetings. Because the Corporation believes that its teachers and their input are the key to the school's success, the faculty will elect a representative to serve as a liaison between the faculty and Governing Board. This position carries no voting rights. To fill the liaison position a faculty meeting must be held, secret nominations from the faculty will be made. The three persons receiving the most votes from the nomination process will then be brought to a secret vote. The votes shall be counted immediately by the human resources person and the office

manager. Each vote must be read aloud and verified by the secretary of the Governing Board. Throughout the tenure of the organization, these positions may be amended or added to in order to carry forth the mission of the Corporation.

Section 2. The roles of each of the officers are as follows:

President shall (a) supervise and direct the business affairs of the Corporation, (b) when present, preside at all meetings of the Governing Board, (c) may sign with the secretary or other officer of the Corporation deeds, mortgages, bonds, contracts, or other instruments which the Governing Board authorizes to be executed, unless execution is delegated by the Governing Board to another officer or agent of the Corporation, or is required by law to be otherwise signed or executed, (d) have authority to Institute or defend legal proceedings, (e) have the authority to call a meeting of the Governing Board to carry forth business of the Corporation , (f) assign temporary powers to other members of the Governing Board in furtherance of the school's purpose, (g) shall vote on board matters only when necessary to break a tie.

Vice President shall (a) assume all duties of the president in his/her absence, whether temporary or permanent, (b) assist the president in planning meetings, (c) shall have the authority to call a meeting of the Governing Board to carry forth business of the Corporation, (e) shall perform other duties deemed necessary by the Governing Board or the president.

Secretary shall (a) keep and publish minutes of the proceedings of the Governing Board according to law, (b) authenticate records of the Corporation, (c) see that all notices are duly given in accordance with these by-laws, (d) act as custodian of the corporate records and corporate seal, (e) keep a mailing address of all Board members, which shall be furnished by the members yearly or as needed to remain current, (f) perform all other duties as secretary as defined by the Governing Board.

The Board shall appoint a Chief Financial Officer (CFO) to (a) keep correct and complete books, records, and accounts for the Corporation, (b) have charge and custody of all funds and securities of the Corporation, (c) receive and give receipts and deposit of monies in the name of Southwest Georgia STEM Charter School in banks, trust companies, or other depositories as shall be selected by the Governing Board by resolution, (d) perform all of the duties incidental to the finances of the school.

Principal shall (a) manage daily operation of the school, (b) act as a liaison between the school and the Charter School Commission, (c) provide knowledge of federal and state policies and regulations, (d) facilitate a learning community and implement the school's mission and core beliefs, (e) report to the Governing Board, (f) meet other criteria outlined in the job description.

Section 3. The affairs of the Corporation shall be managed by the aforementioned Governing Board. Members of the Governing Board shall serve terms of two years, with terms being staggered by the schedule set during the transition from the founding board to Governing Board.

Section 4. New Board members shall be selected by nomination and majority vote of the Governing Board. In the event of a vacancy in any seat, the vacant position shall be filled by a majority vote.

Any vacant officer positions will be nominated and elected by majority vote of the Board members at the first meeting of the Board following the vacancy. Each officer will maintain his/her office for the duration of his/her board term.

No faculty member shall occupy any board seat other than the liaison which serves a 1 year term as outlined above.

Section 5. Once the school is operational, the transfer of powers and duties will be executed according to the following:

(a) The Governing Board shall approve an annual budget, which the principal shall manage in a responsible manner consistent with school policy to attain the goals of the school.

(b) Purchases shall be made for the School in accordance with the School's finance policy. .

(c) The CFO shall manage the bookkeeping and transfer or expenditure of funds authorized by the Governing Board, as well as the bookkeeping of the school pursuant to the job description defined for this position, unless the principal designates another staff member to handle this function.

(d) Policy which relates to mission (including, but not limited to: personnel job roles and policy, student related policy, instructional model, school budget planning, calendar, by-laws, charter related changes or interpretations) shall be made by the Governing Board with input from school administration.

(e) School procedures (Including, but not limited to: school day schedule, teacher and staff assignments, administrative procedures) shall be under the authority of the principal.

(f) Any policy jurisdiction which has not been clearly delineated shall be decided or delegated by the Governing Board.

(g) The principal shall report issues related to budget, school business, school performance, parent and community issues, and any other items of import to the Governing Board at regularly scheduled public meetings.

(h) The Governing Board shall hire the principal through a formal hiring process. A hiring committee chaired by the principal shall select and interview qualified candidates for all open staff positions. They will subsequently submit recommendations to the board for hiring.

Section 6. The Governing Board shall be subject to the provisions of the Open Meetings Law, O.C.G.A 50-14-1 and Inspection of Public Records Law, O.C.G.A 50-18-70 .

Meeting dates and times will be publicly announced to all stakeholders according to law. In executive sessions, as called and defined by law, only Governing Board members will be present. All other parties, including the school principal, shall be present at the pleasure of the Governing Board in executive sessions.

At all meetings, a majority vote of the members shall constitute a quorum for the transaction of business. Members who cannot be in attendance may vote by proxy by submission of their proxy to the secretary or his/her designee. The exception to the quorum is in the case of an emergency meeting as defined in these by-laws, in which case a majority of members present authorizes the transaction of business. As stipulated earlier within these by-laws, the President shall vote only when necessary to break a tie.

Meetings shall be held at least once monthly or more frequently as determined by the Governing Board. The Governing Board shall adopt Robert's Rules of Order to conduct business.

Section 7. A member of the Governing Board may resign at any time by giving written notice to an officer. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt thereof by the officer. Members of the Governing Board may be removed by a majority vote of the remaining members for such reasons that include, but are not limited to: absence from Governing Board meetings without notice or just cause (Board members should maintain an attendance record of 75% or better. Anything less is grounds for dismissal.), not fulfilling duties as defined in these by-laws, not acting in accordance with the mission and core beliefs of the Corporation, acting negligently or against the laws of the state of Georgia when representing the Corporation. Vacated positions shall be filled by nomination and majority vote of the remaining members as stipulated in section 4.

Section 8. The members of the Governing 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. Expenses shall be documented with receipts and provided to the treasurer for appropriate accounting.

Section 9. The responsibilities of the Governing Board shall be as follows:

- (a) Support Southwest Georgia STEM Charter School's mission and core beliefs and ensure that the school stays true to its original purpose throughout its growth and development. The mission and core beliefs articulated in the charter document and in these by-laws will guide all decisions made by the Governing Board. To this end, officers of the Governing Board will retain entry access to the school and may request school related records from the

Principal when deemed necessary by the Board, though Board members will not have access to individual student records without the expressed consent of the student's parent/guardian(s).

- (b) Formally interview and hire the principal and CFO. Monitor and assess their performance with respect to the school's educational and financial goals. Receive recommendations from the principal related to personnel matters.
- (c) Ensure effective organizational planning and responsible and ethical fiscal management of the Corporation's assets. Oversee the budget process and the school's investments.
- (d) Create or approve policy which impacts the operation of the school including, but not limited to:
  - Calendar
    - i. Personnel policies
    - ii. By-laws
    - iii. Audit procedures
    - iv. Annual budget
    - v. Other decisions which may set precedent or be mission related
- (e) Serve as a link between the school's staff and its constituents and also act as ambassadors and advocates of the school.
- (e) Strategic planning and leadership succession planning.
- (f) Act as an appeals board, where provided by Board policy.

Section 10. To ensure fulfillment of the mission and core beliefs, a variety of committees may be formed and led by members of the Governing Board. These committees may include, but not be limited to:

- i. Finance
- ii. Governance
- iii. Academic

To further support the mission and core beliefs, subcommittees may also be formed and led by instructional staff, parents or community members

Committees and subcommittees may be selected yearly by the Governing Board, with input from the Principal and the Parent/Teacher Organization. Once ratified by the Governing Board, the committees/subcommittees shall be announced at a scheduled meeting of the established PTO at the beginning of the school year.

Instructional staff, parents, and community members may serve at will on committees and subcommittees. Committees and subcommittees shall meet at a regularly scheduled time which shall be determined at the beginning of each school year after they have been formed. Minutes from committee and subcommittee meetings shall be provided to the

Governing Board secretary.

Section 11. In the case of a catastrophic event, an emergency meeting of the Governing Board may be called by any Board Member to conduct business in furtherance of the Corporation's mission. In such an event, decisions made by the present members may be carried forth after a majority of the members present have voted in favor of the decision.

**Article VI.**

**FISCAL YEAR**

The fiscal year of Southwest Georgia STEM Charter School shall end on the thirtieth day of June in each year.

**Article VII.**

**CORPORATE SEAL**

The Governing Board shall provide a corporate seal. The seal of the Corporation shall be affixed to any legally binding document executed by Southwest Georgia STEM Charter School. The Governing Board secretary shall hold the corporate seal.

**Article VIII.**

**AMENDMENTS**

The Governing Board shall have the power to alter, amend, or repeal by-laws only through a unanimous vote of the Board. By-laws must be consistent with the Articles of Incorporation and the laws of the State of Georgia.

**Article IX.**

**INDEMNIFICATION**

Section 1. Southwest Georgia STEM Charter School shall provide indemnification as necessary any person acting as a member, officer, employee, or agent of the Corporation who was or is a party or is threatened to be made a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than by or in the right of the Corporation.

Section 2. These persons are protected against reasonable expenses including but not

limited to attorneys' fees, judgments, fines, and amounts paid in settlement or incurred in connection with such action, suit, or proceeding if the person acted in a manner he/ she reasonably believed in good faith and in the best interest of the Corporation.

Section 3. However, 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 subject to injunctive relief in favor of the Corporation for: (a) any appropriation in violation of duties of any business opportunity of the Corporation, (b) for acts or omissions which involve intentional misconduct or knowing violation of law, (c) for the types of liability set forth in Section 14-2-831 of the Official Code of Georgia Annotated, (d) for any transaction from which improper personal benefit was received.

Section 4. Determination of indemnification of the member, officer, employee, or agent shall be made by (1) the Governing Board by a majority vote of all members who were not part of the action, suit, or proceeding, (2) a special legal counsel employed by the Corporation for that purpose.

Section 5. Written notice must be furnished to the Corporation to affirm the member, officer, employee, or agent acted in good faith and that the conduct merits indemnification before funds will be disbursed. The member, officer, employee, or agent shall also personally execute a contract to repay advances or funds if it is ultimately determined that he/she is not entitled to indemnification pursuant to the laws of the state of Georgia.

Section 6. Southwest Georgia STEM Charter School may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation or another Corporation, partnership, joint venture, trust, or other enterprise on behalf of Southwest Georgia STEM Charter School. Further, insurance against any liability asserted against him/her or incurred by him/her in that capacity or arising from his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article. The Corporation shall require proper documentation from vendors including, but not limited to, certificates of insurance.

#### **Article X.**

##### **DISSOLUTION OF CORPORATION**

In case of dissolution of the Corporation, all corporate debts incurred or contracts shall be the sole responsibility of the Corporation. In the case of cessation of operations or dissolution of the Corporation, the Governing Board will ensure appropriate disbursement of assets and unencumbered funds to the Office of the Treasury for state or federal funds.

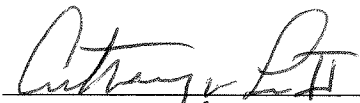


**Article XI.**

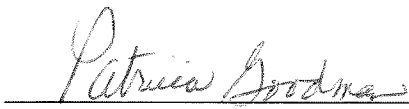
**Southwest Georgia STEM Charter School does not discriminate on the basis of race, color, religion, national origin, age, disability, or gender in its employment practices, student programs and dealings with the public.**

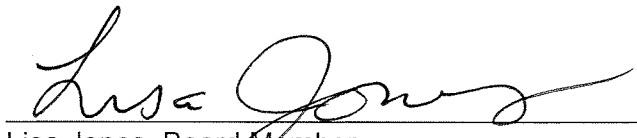
EFFECTIVE DATE OF ENACTMENT OF BY-LAWS: March 17th2022

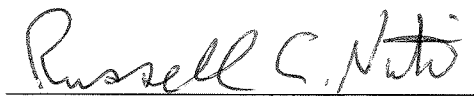
IN WITNESS WHEREOF, the undersigned Board members unanimously adopt these amended bylaws.

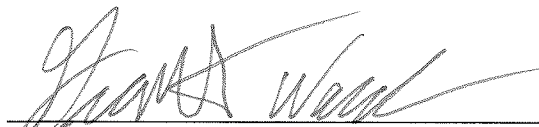
  
\_\_\_\_\_  
Anthony Lee III, Chairman


  
\_\_\_\_\_  
Christopher Weathersby, Vice Chairman

  
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Patricia Goodman, Secretary

  
\_\_\_\_\_  
Lisa Jones, Board Member

  
\_\_\_\_\_  
Russell Nuti, Board Member

  
\_\_\_\_\_  
Grant Ward, Board Member

  
\_\_\_\_\_  
Ginger Almon, School Leader

## Southwest Georgia STEM Charter Board of Directors Meeting

March 17, 2022 P.M. - Media Center at SGSC

### AGENDA

Meeting also offered through Teleconference Option due to COVID-19:

Dial-in Number 978-990-5080: Access Code: 6521665

advertised on School Website as well.

**Call to Order** - 5:33 pm by Chairman Tony Lee

**Recognition of All Members in Attendance/Note Those Not Present** - By Phone are: Russell Nuti

In Person are: Tony Lee, Chris Weathersby, Lisa Jones

CFO - Lori Wilson by phone, Guest - Elisa Falco - in person School Leader - Ginger Almon - in person

Not present for the meeting are: Patricia Goodman, Grant Ward

**Approval of February Minutes:** motion made to approve the February minutes by Chris Weathersby, and 2nd Lisa Jones. All were in favor.

**Recite the current SGSC Mission Statement**

- SGSC will provide distinguished and integrated instruction in an environment that cultivates respect, is inclusive of all, and lays the foundation for excellence and life-long learning.

**Public Comment** - None

**School Liaison (Ms. Fincher)** - no feedback to report

#### School Leader's Report - Information Items

- **Recent Successes and Celebrations** - Information Item
  - All Civil Rights data was uploaded ahead of the due date, Georgia Movie Academy - high school team won an ISTE award for Creative Communication and the Middle School team won 1st runner up and will be going to State Competition, attendance is improving each week
- **Accreditation Update** - Information Item
  - Accreditation will take place on April 19th - 21st. All Interviews will be held on April 19th - including the Board member interviews, which the Board has been notified about in advance. Sample questions for the Board members were presented in the Board packet distributed to all members.
- **COVID Update** - Information Item
  - SGSC is still operating with 0 Covid cases at this time
- **Athletics Information (Mr. Crowdis)** - Information Item
  - Waiting to hear back from the JJ Watt Grant to secure the middle school football program - should be May 2022 before we hear from this grant. SGSC was able to secure the Albany Citizens Legacy Project in the amount of \$9,855. This is the bleacher project through GA Power. More information to come. Planning summer sports camp
- **22-23 School Calendar** - Action Item
  - There was little change to the school calendar in terms of the layout and breaks. There were no questions from the board.
  - Motion made to approve the 22-23 School Calendar by Lisa Jones, and 2nd Chris Weathersby. All were in favor.

#### Academic - Information Items

- **Attendance Data** - Information Item
  - Attendance has improved from the first week in February (84% attendance rate) to the past week in March (91% attendance rate). We are currently giving Attendance Shout Outs to students with awesome attendance, we are also having March Madness with attendance. We are proud of the growth, but are still working to move to 96% attendance rate.
- **School Improvement Plan** - Information Item
  - All Board members were asked if they were able to review the Comprehensive Needs Assessments that were sent home with them during the February Board meeting to see if

there were any concerns. The board felt that the Leadership Team and PLC teams did a great job of scoring the needs and added no other input or feedback at this time.

### **Finance - Action Items and Information Items**

- **Approval of January Financial Report** - Action Item- The General fund was reviewed. The school is 66.66% through the fiscal year. We compared the areas of the general fund to the fiscal year percentage to monitor spending. Revenues totalled 77.94%. This is due to the school receiving 100% of the SCSC Reimbursement Grant and the 100% drawdown on the Charter facility grant. Expenditures are closer to the percentage budgeted at 66.22%. This month of reports reflects the budget amendment that was approved on February 17th, 2022. The total fund equity for February was \$1,701,047.54. Board members approved financials for the general fund.
  - Cash Flow- The cash flow summary shows that the School's variance in cash flow is \$5,884.99 for this month. The revenue for February increased and the expenditures for February decreased in comparison to January financials.
  - Motion made to approve the February Financial Report by Chris Weathersby, and 2nd Lisa Jones. All were in favor.
- **Approval of the January School Food Report** - Action Item
  - Deficit Plan Current Status- The revenues total to 73.06%, which is closer to the percentage of the fiscal year completed because of the budget amendment. The amount is still higher but the CFO expects for the percentage to taper off as we approach April and May. Spring break is in April and May is a partial month. The expenditures were closer to target at 65.11%. The fund equity total is \$121,918.95. Board Members approved financials for the School food nutrition fund. Motion made to approve the February Food Report by Chris Weathersby, and 2nd Lisa Jones. All were in favor.
- **CPF Point Calculation at this time** - Information Item- The CPF score is now a "100." This month shows no drastic changes in any of the score determination areas.
- **Modular Unit Purchase and Order Update** - Information Item- The deposit for the modular unit was given to B2B Management, LLC on March 3rd, 2022. Specification decisions for the modular unit, such as, interior and exterior color scheme, flooring, and wall coverings were made. The ordering process is complete. The company assures the school that the modular unit will be delivered and set up in May 2022.
- **Annual Evaluation of Cash Collection Procedures Policy** - Action Item- Members reviewed all of the cash collection policies and procedures for the annual evaluation found in the finance policy located in Section Eight, Banking Procedures. As stated in number 10 of Section Eight, "The Board of Directors shall review the School's cash collection procedures set forth above on an annual basis and shall modify the School's policies and procedures to reflect any improvements or modifications required each year." Members reviewed the entire section of the policy and determined that there are no changes at this time.
  - Motion made to approve the Review of the Annual Evaluation of Cash Collection by Chris Weathersby, and 2nd Lisa Jones. All were in favor.
- **CARES III Update** - Information Item- Board members were informed of the extra amount of money the school will be receiving through CRRSA (Esser II) and ARP (Esser III). This amount totals to \$521,736.00. The School leader and CFO are reviewing budgets and guidelines to allocating this money. As soon as the proposed budget is created, the board members will be notified and able to review.
- **Audit & Financial Statement Preparation for FY22**- Action Item- Board members voted to continue using Mauldin & Jenkins, LLC to perform the FY 22 Audit and Financial Statement preparation.
  - Motion made to approve the Mauldin and Jenkins to provide the Audit and Financial Statement Preparation for FY 22 by Lisa Jones, and 2nd Chris Weathersby. All were in favor.

### **Governance - Action Items and Information Items**

- **Amendment of the By-Laws** - Action Item
  - School Attorney, Hayden Hooks, added a sentence to the By-laws to prepare for the upcoming USDA Loan in preparation for expanding our school facilities.

- Motion made to approve the Amended By-Laws by Chris Weathersby, and 2nd Russell Nuti. All were in favor.
- **Charter Renewal - Information Item**
  - No new information here at this time - still an abbreviated three year renewal and approved to provide the grade band expansion to 12th grade.
- **21-22 SCSC Monitoring Review - Information Item**
  - SGSC received the final monitoring letter from the SCSC Staff. We have five findings that require a Corrective Action Plan to be submitted no later than April 25, 2022. Ginger Almon and Hayden Hooks are currently working on the plan to be submitted.
- **Expansion of school grounds (update) - Information Item**
  - No update at this time - standing agenda item to keep the community informed
- **Governance Training Update - Information Item**
  - March 23, 2022 is the last day for the virtual training through SCSC. All Board members and Ginger Almon are signed up for the training. Once this is complete - all Board members will have satisfied the training requirements for the year.
- **Discuss the school leader's performance related to LKES - Information Item**
  - Discussion of Ginger Almon's Performance related to LKES Standard 1: Instructional Leadership. Mrs. Almon stated that this is the area that she feels most confident in her performance and could provide specific examples if the Board wanted to hear them. The Board felt that they are kept informed related to this standard and did not require any explanation at this time.
- **Amend Agenda - Action Item**
  - Motion made to Amend the Agenda made by Chris Weathersby, and 2nd Lisa Jones. All were in favor.
- **Approve the Resignation of Exceptional Education Director - Action Item**
  - Motion made to approve the Resignation of Exceptional Education Director, Natalie Zajac (49% employee), by Chris Weathersby, and 2nd Lisa Jones. All were in favor.

**Adjourn Meeting -** 6:23 pm - Motion made to Adjourn the March Board Meeting by Chris Weathersby, and 2nd Lisa Jones. All were in favor.