

BY-LAWS OF SOUTHWEST GEORGIA STEM CHARTER SCHOOL

Amended September 24, 2026

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 in the State of Georgia.

Article II.

ADDRESS

The address of the Southwest Georgia STEM Charter School (SGSC) is 185 Pecan Street, Shellman, Georgia. The registered office of SGSC 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 (Chairman), Christopher Weathersby (Vice-Chairman), and Patricia Goodman (Treasurer).

Article III.

ORGANIZATION PURPOSE

Section 1. Southwest Georgia STEM Charter School 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. SGSC 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. SGSC 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. SGSC may receive funds from the State Board of Education, Federal Funds, 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.

Article IV

STOCK HOLDINGS, MEMBERS, DURATION OF CORPORATION

Southwest Georgia STEM Charter School shall have no capital stock, and it shall have no shareholders or members. SGSC 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. 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. The School Leader shall act in an advisory role ex-officio, as a liaison for the faculty, and shall be present at all Governing Board meetings. Because SGSC 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. Throughout the tenure of the organization, these positions may be amended or added to in order to carry forth the mission of SGSC.

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

Chairman shall (a) supervise and direct the business affairs of SGSC, (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 SGSC, (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 Chairman shall (a) assume all duties of the chairman in his/her absence, whether temporary or permanent, (b) assist the chairman in planning meetings, (c) shall have the authority to call a meeting of the Governing Board to carry forth business of SGSC, (e) shall perform other duties deemed necessary by the Governing Board or the chairman.

Treasurer shall (a) serve as the chairperson of the finance committee, (b) be responsible for oversight of the financial records of SGSC, and (c) perform all of the duties incidental to the office of Treasurer as defined and deemed necessary by the Governing Board.

Secretary (non-member of the Board) shall (a) keep and publish minutes of the proceedings of the Governing Board according to law, and keep the minutes for Executive Session though those minutes will not be published, but kept in records (b) authenticate records of SGSC, (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 SGSC, (b) have charge and custody of all funds and securities of SGSC, (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.

School Leader shall (a) manage daily operation of the school, (b) act as a liaison between the school and the State 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, unless the Governing Board - after review and recommendation - extends the appointment.

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 School Leader and CFO 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 School Leader 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 the School Leader.

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

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

- (g) The School Leader 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 School Leader through a formal hiring process. A hiring committee chaired by the School Leader 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 Leader, 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 Chairman shall vote only when necessary to break a tie.

Meetings shall be held at least once monthly (at least 10 meetings per year) 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 SGSC, acting negligently or against the laws of the state of Georgia when representing the SGSC. 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 SGSC'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 School Leader 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 School Leader and CFO. Monitor and assess their performance with respect to the school's educational and financial goals. Receive recommendations from the School Leader related to personnel matters.
- (c) Ensure effective organizational planning and responsible and ethical fiscal management of SGSC'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.
- (f) Strategic planning and leadership succession planning.
- (g) Act as an appeals board, where provided by Board policy.
- (h) Complete required Board Training through the State Charter School Commission (SCSC) or training that is approved by the SCSC.

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 School Leader. Once ratified by the Governing Board, the committees/subcommittees shall be announced 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 SGSC'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.

Section 12. A Called Board Meeting may be put into place if it is determined that there is business that needs to be addressed before the next regularly scheduled Board meeting. Such meetings may be called by the Board Chairman. The Board must post a written notice at the regular meeting site at least **24 hours** before the meeting takes place and attempt to have the meeting advertised in the legal organ.

Article VI.

FISCAL YEAR

The fiscal year of Southwest Georgia STEM Charter School shall end on the thirtieth day of June in each year and begin on July 1st.

Article VII.

CORPORATE SEAL

The Governing Board shall provide a corporate seal. The seal of SGSC 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 attorney 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 SGSC.

Section 3. However, SGSC shall not indemnify a member, officer, employee, or agent for any liability incurred in a proceeding in which the person is adjudged liable to SGSC or is subject to injunctive relief in favor of SGSC for: (a) any appropriation in violation of duties of any business opportunity of SGSC, (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 SGSC for that purpose.

Section 5. Written notice must be furnished to SGSC 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 SGSC, or is or was serving at the request of SGSC 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 SGSC would have the power to indemnify him/her against such liability under the provisions of this Article. SGSC shall require proper documentation from vendors including, but not limited to, certificates of insurance.

Article X.

DISSOLUTION OF CORPORATION

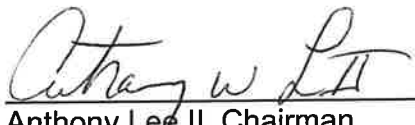
In case of dissolution of SGSC, all corporate debts incurred or contracts shall be the sole responsibility of SGSC. In the case of cessation of operations or dissolution of SGSC, the Governing Board will ensure appropriate disbursement of assets and unencumbered funds to the Office of the Treasury for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

Article XI.

Southwest Georgia STEM Charter School does not discriminate on the basis of race, creed, color, national origin, religion, ancestry, age, marital status, sexual orientation (known or perceived), gender identity expression (known or perceived), sex, disability, genetic information, nationality and/or citizenship in its employment practices, student programs and dealings with the public.

EFFECTIVE DATE OF ENACTMENT OF BY-LAWS: 9-24-26

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



Anthony Lee II, Chairman



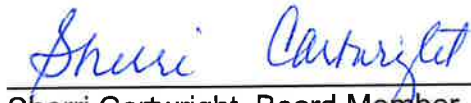
Christopher Weathersby, Vice Chairman



Patricia Goodman, Treasurer



Erwin Thomas, Board Member



Sherri Cartwright, Board Member



Mark Cox, Board Member