

**BYLAWS**  
**OF**  
**AVONDALE EDUCATION ASSOCIATION, INC.**

**ARTICLE I.**

**NAME**

1.01

The name of the corporation shall be Avondale Education Association, Inc. (the “Corporation”).

**ARTICLE II.**

**PURPOSES**

2.01

The Corporation shall be a non-profit corporation under the provisions of the Georgia Nonprofit Corporations Code. The Corporation shall have power and authority:

(a) to create and govern a charter school, The Museum School of Avondale Estates, to serve Avondale Estates and the surrounding area.

(b) to fulfill the mission of The Museum School of Avondale Estates. The mission is to inspire students, teachers, and the community to collaborate to develop strong critical thinking, interpersonal, and academic skills in our students, which will prepare them for real-world success.

(c) to promote an exchange of information, experiences, and opinions and such other matters pertaining to educational issues as allowed by applicable law or regulation; and

(d) to perform all acts necessary or incidental to the above and to do whatever is deemed

necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation, including the exercise of all power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporations Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in the Articles of Incorporation and as are consistent with the Corporation's tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III.**

#### **MEMBERS**

3.01

The Corporation may have one or more classes of members; however, all authority shall be vested in the Board of Directors.

### **ARTICLE IV.**

#### **BOARD OF DIRECTORS**

4.01

The affairs of the Corporation shall be managed by a Board of Directors (the "Board") consisting of at least seven (7) persons ("Directors"). The Board shall oversee the general policies of the Corporation as well as provide guidance and support to ensure the continued long-term strength of the Corporation. In accordance with Article XII of these Bylaws, the Board may delegate operational authority to an Executive Committee

consisting of at least two or more Directors to exercise the authority of the Board between meetings of the Board of Directors.

The Governing Board, the Board of Directors, will have three phases of directorship (Founding Board, Transition Board and Governing Board) as defined by the differing requirements in Board participation to obtain a charter, then transition to and govern a school.

The initial Directors of the Board (Founding Board) shall be the persons designated by the Executive Committee of the Avondale Estates Charter School Initiative. The Founding Board will hire a head of school and other staff as needed prior to charter approval.

Once the charter is approved, up to four (4) additional Directors will be nominated and elected to the Board of Directors, which will then be known as the Transition Board of Directors (“the Transition Board”). The new Directors will be nominated by the community at large and elected by the Founding Board by simple majority vote. The Transition Board’s function will be to govern during the transition from charter approval through the opening of the school, including the hiring of staff, procuring a facility, fundraising, marketing and to ensure that the school abides by the terms of the Charter. The Transition Board shall serve until the end point of the first year of operation of The Museum School.

Upon reaching the end point of the first school year, the policy-making Board shall be known as the Governing Board of Directors (“the Governing Board”) and shall

consist of no less than thirteen (13) nor more than seventeen (17) voting Directors which shall include the following: parent/guardian representatives, (including seven of the then-serving Directors of the Transition Board, as selected by a majority vote of the Board), as well as up to two (2) additional parent/guardian representatives nominated by the community at large and elected by a simple majority vote of the Board; up to three (3) community representatives nominated by the community at large and elected by a simple majority vote of the Board; up to three (3) staff members as nominated and elected by the staff of The Museum School and up to two (2) representatives from museums or other community organizations which partner with The Museum School, as nominated by the community at large and elected by a simple majority of the Board. Founding Board members in place as of May 7, 2009 or upon the date of charter approval as well as Transition Board members – all of whom do not become voting members of the Board - may remain on the Governing Board in an advisory, non-voting capacity to ensure continuity in leadership. Directors who have been removed from office (per 4.07) by a two-thirds vote of the Directors are ineligible to be on the Governing Board in an advisory capacity.

The Head of School shall serve as a member of the Board in an ex-officio, non-voting capacity. In an effort to encourage parent and community involvement from all geographical areas included in the attendance zone, the Board shall include parents and community members from all such areas.

4.02

Subsequent Directors of the Board shall be elected at an annual or special meeting, which  
2/25/2010

shall be conducted in accordance with these Bylaws. Directors shall be elected at each annual Directors' meeting; provided that if no such annual meeting is held or if the Directors are not appointed or elected thereat, the Directors may be appointed or elected at any special meeting of the Directors held for such purpose.

#### 4.03

The term of each Director shall be two (2) years, unless otherwise noted herein or until his or her successor is elected. Directors shall be permitted to consecutive terms, with a three (3) term limit. The terms of service shall be staggered by each group, to ensure continuity of the Board. The initial term of Directors began on February 19, 2009 and will be in place until the end of the fiscal year, June 30, 2010.

For existing Founding Board members this may be:

First term – 2/19/09 – 6/30/2010 (part Founding and part Transition)

Second term – 7/1/2010 – 6/30/2012 (part Transition and part Governing)

Third term - 7/1/2012 – 6/30/2014 (Governing)

For new Transition Board members this may be:

First term – April 1, 2010 – 6/30/2012 (part Transition and part Governing)

Second term - 7/1/2012 – 6/30/2014 (Governing)

Third term – 7/1/2014 – 6/30/2016 (Governing)

For new Governing Board members this may be:

First term – 7/1/2011 – 6/30/2013

Second term – 7/1/2013 – 6/30/2015

Third term – 7/1/2015 – 6/30/2017

#### 4.04

The Board shall develop its own rules and procedures for performing its duties and functions. The Secretary of the Corporation or their designee shall keep and maintain complete and accurate minutes of each meeting of the Board.

#### 4.05

In addition to any and all rules and procedures developed by the Board for self-governance, if called upon by the Chairman each member of the Board shall attend functions and represent the Corporation at selected gatherings or may designate a person to act in his or her place.

4.06

Resignation of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board resulting from the removal or the resignation of a Director may be filled by a majority of the remaining Directors for the balance of the unexpired term of the Director that resigned.

4.07

Any Director may be removed from office by a two-thirds vote of the Directors then in office.

## **ARTICLE V.**

### **OFFICERS**

5.01

The Corporation shall have officers who shall serve terms of one year and shall be elected each year at the annual meeting of the Board and shall serve at the pleasure of the Board and until their successors have been elected or until their earlier death, resignation, removal, retirement or disqualification. Officers shall be permitted to serve consecutive terms, with a three (3) term limit, as officers. The initial term of officers will be in place upon election until the end of the fiscal year, June 30, 2010. The Directors shall develop

a slate of proposed candidates for each office and present the same at the annual meeting of the Board, along with such recommendations as the Board shall consider appropriate. Officers shall be members of the Board of Directors. The Board may elect or provide for the appointment of such officers or assistant officers, in addition to those set forth in these Bylaws, as the Board deems necessary for the efficient management of the Corporation. Notwithstanding the foregoing, the Corporation shall not be required to have at any time any officers other than a Chairman, Vice-Chairman, Secretary and Treasurer. An individual may hold more than one (1) office except that the Chairman shall not serve concurrently as the Treasurer. An order of business at the annual meeting of the Board of the Corporation shall be to elect, by majority vote, new officers for the ensuing year.

#### 5.02

In the event that any vacancy shall occur in the officers of the Corporation, the Chairman shall appoint a successor officer who shall serve out the remainder of the predecessor's term; provided, however, if the position of Chairman shall become vacant, his or her replacement shall be elected by a two-thirds majority of the Board.

#### 5.03

The Board of the Corporation may hire such staff as is necessary to conduct the affairs of the Corporation and may authorize salaries and such other compensation as the Board shall consider appropriate. Where appropriate, the Board shall enter into contracts on behalf of the Corporation with such persons to perform other services for the Corporation as it may consider desirable.

## **ARTICLE VI.**

### **CHAIRMAN**

6.01

The Chairman shall preside at all meetings of the Board of the Corporation. The Chairman, subject to the control of the Board of Directors, shall generally supervise and control all of the business and affairs of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The Chairman shall appoint the chairs and members of all standing and ad hoc committees, subject to approval by a two-thirds vote of the board. Committee members, other than the chair, need not be members of the Board of Directors.

The Chairman is the senior volunteer leader of The Museum School and s/he presides at all meetings of the Board of Directors and other meetings as required. The Chairman is an ex-officio member of all committees of the organization. The Chairman oversees implementation of corporate and local policies and ensures that appropriate administrative systems are established and maintained. Key responsibilities include:

- Works with the school leaders, board officers, and committee chairs to develop the agendas for board meetings.
- Appoints volunteers to key leadership positions, including positions as chair of board committees.
- Works with the Board of Directors and paid and volunteer leadership, in accordance with the Bylaws, to establish and maintain systems for: planning the organization's human and financial resources, reviewing operational effectiveness and setting priorities for future development, controlling fiscal affairs, acquiring, maintaining, and disposing of property, maintaining a public relations program to ensure community involvement and

ensuring the Board meets ethical standards in its ongoing operations.

6.02

The Chairman shall provide guidance to the Board to assist in developing slates of prospective candidates for election as officers and Directors of the Corporation.

6.03

The Chairman shall perform such other duties as may be assigned to him or her from time to time by the Board.

## **ARTICLE VII.**

### **VICE-CHAIRMAN**

7.01

The Vice-Chairman of the Board of Directors will preside in the Board Chairman's absence and serves as a member of standing committees.

## **ARTICLE VIII.**

### **TREASURER**

8.01

The Treasurer, jointly with the Board Chairman, ensures that current records are maintained, reflecting the financial condition of The Museum School. These records will include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets). Key responsibilities include:

- Oversees and controls all Museum School funds.

- Participates in the preparation of the budget.
- Serves as the Chairman of the Finance Committee.
- Ensures that accurate books and records on financial condition are maintained.
- Ensures that assets are protected and invested according to corporate policy.
- Ensures that The Museum School complies with corporate and statutory reporting requirements.
- Ensures that comprehensive financial reports to the Board are prepared in a timely and accurate manner.
- Serves as the agent of the Corporation for all designated bank accounts.

#### 8.02

With the approval of a majority vote of the Board, the Treasurer shall select an accountant to conduct an annual audit of the financial books and records of the Corporation and prepare such reports to the Board in accordance with the appropriate accounting standards. All such reports and audits shall be delivered to each member of the Board of Directors.

#### 8.03

The Treasurer, with the approval of the Chairman, may delegate certain clerical functions associated with his or her office to any other Director, employee, volunteer, or independent contractor of the Corporation.

#### 8.04

The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board.

## **ARTICLE IX.**

### **SECRETARY**

#### 9.01

The Secretary of the Board of Directors performs the following responsibilities:

- Certifies and keeps at the principal office of the organization the original or a copy of the Bylaws as amended or otherwise altered to date.
- Keeps at the principal office of the organization or at such a place as the Board may determine a book of minutes of all meetings of the Directors and meetings of committees. Minutes shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof.
- Ensures that all notices are duly given in accordance with the provisions of the Bylaws or a required bylaw.
- In general, performs all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by the Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### 9.02

The Secretary shall make all of the arrangements necessary for the scheduling and holding of all meetings of the Board, including the preparation and delivery of notices to each person entitled to attend such meeting.

#### 9.03

The Secretary shall attend all meetings of the Board and shall keep and maintain accurate minutes of all such meetings. The minutes of these meetings, when approved by the Board, shall be made a part of the Corporation's permanent records.

9.04

With the approval of the Chairman, the Secretary may delegate certain clerical functions associated with his or her office to any other Director, employee, volunteer, or independent contractor of the Corporation, specifically including, but not limited to, the attendance and taking of minutes for any meeting.

9.05

The Secretary, or his or her designee, shall receive and respond to all correspondence addressed to the Corporation, with the advice, where necessary, of other officers of the Corporation.

9.06

The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Board.

## **ARTICLE X.**

### **MEETINGS**

10.01

The annual meeting of the Board shall be held at a time and place selected by the Board. The Secretary of the Corporation shall e-mail written notice of the time and place of each annual meeting of the Corporation to each Director of the Corporation at least fourteen (14) days prior to the date set for the meeting. At the annual meeting, the Board shall: (i) hear reports from the Chairman; (ii) elect, when appropriate, new Directors and new officers; and (iii) transact such other business as may lawfully come before the meeting. In addition, special meetings of the Board for any purpose may be called at any time upon written notice delivered at least three (3) days in advance of such meeting. Such

special meetings may be called at the instance of the Chairman or five (5) or more Directors. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting or recess until a quorum shall have been obtained. A minimum of six (6) meetings of the Board, including the annual meeting, shall be held on a yearly basis.

#### 10.02

Notice of all meetings shall be provided to each Director and Officer. However, failure to receive such notice by any Director or Officer shall not act to invalidate acts of the Board taken at such meetings unless any such Director at the beginning of such meeting states any objections to the place or time of the meeting, to the manner in which it has been called or convened, or to the transaction of business thereat. Further, notice shall not be required to be given any Director who at any time before or after the meeting waives notice of the same in writing.

#### 10.03

Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board may be taken without a meeting if written consent setting forth the action so taken shall be signed by a majority of the Directors and such written consent is filed with the minutes of the proceedings of the Board, and such notice of action is made in accordance with the Georgia Open Records Act and Georgia Open Meetings Act.

### **ARTICLE XI.**

#### **QUORUMS AND VOTING; RULES AND PROCEDURES**

#### 11.01

A majority of the incumbent members of the Corporation's Board shall constitute a

quorum for the transaction of business. Each Director (not including vacancies) shall be entitled to one (1) vote or to designate a proxy to vote in his or her behalf.

11.02

Except as otherwise required by the Georgia Nonprofit Corporation Code, the Corporation's Articles of Incorporation or these Bylaws, all decisions of Board shall be by majority vote of those present.

## **ARTICLE XII.**

### **COMMITTEES**

12.01

Executive Committee. The Board may, by resolution adopted by a majority of the entire Board, delegate authority for day-to-day operations to an Executive Committee.

(a) Number and Term. The Executive Committee shall consist of at least two (2) or more Directors. Each member of the Executive Committee shall hold office until his successor member of the Executive Committee is elected, or until his death or resignation, or until he shall cease to be a Director.

(b) Authority. During intervals between the meetings of the Board, the Executive Committee may exercise the authority of the Board; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by the Executive Committee.

(c) Place of Meeting. The Executive Committee shall meet from time to time on call of the Chairman or of any two (2) or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the State of Georgia, as the Executive Committee shall determine or as may be

specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings and actions to the Board at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by the Board except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

(d) Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the Executive Committee shall act by majority vote of its members present at a duly constituted meeting. Each Member of the Executive Committee (not including vacancies) shall be entitled to one (1) vote or to designate a proxy to vote in his or her behalf.

12.02

Other Committees. The Board, by resolution adopted by a majority of the entire Board, may designate one or more additional committees, each committee to consist of one (1) or more of the Directors of the Corporation, which shall have such name or names and shall have and may exercise such powers of the Board in the management of the activities and affairs of the Corporation, except the powers denied to the Executive Committee, as may be determined from time to time by the Board. Each such committee will be chaired by one of the members of the Board, but community volunteers may serve on the committees as appointed by the committee chairs. Any candidate interested in serving on the Board will be required to demonstrate one of the following:

1. Service on a committee of the Board for at least 6 months
2. Completion of volunteer hours as specified by the governance committee.

3. Demonstrated commitment to The Museum School, as approved by a two-thirds vote of the governing board.

At a minimum, the Board will appoint a Governance Committee, a Development Committee, a Finance Committee, an Academic Excellence Committee, and a Community Partnership Committee.

12.03

Removal. The Board shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

12.04

Powers denied to the Executive Committee. Although the Board has delegated day-to-day operations to the Executive Committee, the Executive Committee is not permitted to do one or more of the following:

- Amend the articles or bylaws
- Dissolve the nonprofit corporation (if the school is a separately incorporated nonprofit organization)
- Dismiss or elect new board directors or officers
- Hire or fire Head of School
- Enter into or alter major contracts such as the charter contract
- Sue another entity
- Change a board approved budget; and
- Adopt or eliminate major programs or services

### **ARTICLE XIII**

#### **ADVISORY BOARD**

13.01

The Board shall have the authority to create, from time to time, one or more technical or special Advisory Boards for the purpose of providing formal mechanisms to solicit the

advice and assistance of persons with special knowledge and resources for the benefit of the Corporation. Members of such Advisory Boards shall be appointed from candidates proposed by the Executive Committee.

13.02

Members of the Advisory Boards shall not have the right to vote, and none shall have any legal responsibility for the operations of the Corporation. Such persons shall not be required to attend meetings of the Board except at the invitation of the Chairman or two (2) or more members of the Board.

#### **ARTICLE XIV.**

#### **DEPOSITS, CHECKS, LOANS, AND CONTRACTS**

14.01

The funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Board shall select.

14.02

No contract, agreement, indenture, check, draft, endorsement, note, evidence of indebtedness or other writing shall be valid and binding as against the Corporation unless the same is executed by the Chairman and any one of the following persons: the Treasurer or any other individual specifically authorized by the Board. Endorsements for deposits to the Corporation's bank account shall be made in any manner which the Board may from time to time authorize.

14.03

No loan, extension of credit or advance shall be contracted for on behalf of the Corporation except and to the extent that the same has been authorized by the Board,

which authorization may be general or limited to specific instances. No asset or property of the Corporation may be pledged or encumbered to collateralize any loan made to the Corporation unless the same is specifically authorized by the Board.

**ARTICLE IV.**

**FISCAL YEAR**

15.01

The Corporation's fiscal year shall begin on July 1 of each year and end on June 30 of that year.

**ARTICLE XVI.**

**AMENDMENTS**

16.01

The Board of the Corporation shall have power to alter, amend or repeal these Bylaws or adopt new Bylaws of the Corporation by an affirmative vote of a majority of the Board at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, notice of the contemplated action concerning the Bylaws is delivered to each member of said Board at least three (3) days in advance of said meeting; and provided further, however, a majority of the Board shall have approved such contemplated action concerning the Bylaws.

**ARTICLE XVII.**

**INDEMNIFICATION**

17.01

Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to the matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or officer (or such heirs, executors of administrators) may be entitled from this Article XVII.

### **ARTICLE XVIII**

#### **CORPORATE SEAL**

18.01

The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words "Corporate Seal" enclosed in parenthesis or scroll which shall also be deemed the seal of the Corporation.

ARTICLE XIX

CONSTRUCTION

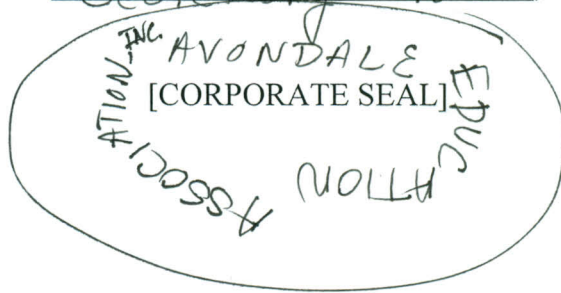
19.01

In referring herein to any officer or Director, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on this 25<sup>th</sup> of February, 2010.

Secretary

Carina Shipley  
Secretary



BYLAWS OF AVONDALE EDUCATION ASSOCIATION, INC.

DATE 2/25/2010

2/25/2010

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