

By-Laws and Policies Latin Grammar School, INC. d.b.a RISE Grammar School

(Approved: December 15, 2018)

ARTICLE I

NAME, LOCATION, PURPOSE and OFFICES

Section 1.1. Name. The name of the corporation will be Latin Grammar School Charter School, INC. ("RISE Grammar School" or "The School") doing business as RISE Grammar School.

Section 1.2. Location. The initial principal location of The School shall be located at 2626 Hogan Rd., Atlanta, Georgia, 30344.

Section 1.3. Purpose. The School was established as a non-profit corporation under the laws of the State of Georgia and is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further Federal tax law (the "Code"). The express purpose of The School is to organize and operate a charter school.

Section 1.4. Registered Office and Agent. The School shall continuously maintain a registered office and registered agent within the State of Georgia.

Section 1.5. Additional Offices. The School may also have offices as such other places as the Board of Directors may from time to time determine and the business of The School may require.

ARTICLE II GOVERNING BOARD

Section 2.1. Governing Board. The business, affairs and property of the School shall be managed, conducted and directed by a governing board (the "Governing Board" or "Board"). The Governing Board shall be comprised of no fewer than five (5) and no more than eleven (11) Directors.

Section 2.2 Powers of Governing Board. In addition to the powers and duties conferred to it under the laws of the State of Georgia, the Governing Board shall have the authority to:

- (a) govern the School;
- (b) develop pay scales, performance criteria and discharging policies for School employees, including the School's chief administrator (the Executive Director);
- (c) employ and contract with teachers and non-teaching employees of the School, and/or approve of such recommendations made by School's chief administrator;
- (d) contract for other services related to the School, including but not limited to transportation, financial accounting, and legal services, and/or approve of such recommendations made by

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 all applicable laws, including those related to health, safety, civil rights and disability rights;

(g) borrow money;

(h) purchase, sell, lease or otherwise dispose of any real estate or other property of the RISE Grammar School; and

(i) make binding interpretations of the provisions of these bylaws (the "Bylaws"); and

(j) all such lawful acts and things not prohibited by statute, the Articles of Incorporation, or these bylaws.

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. Delegation of Duties. The Governing Board may delegate its authority to act on behalf of the Governing Board, specific duties, whether in part or in whole, to a designated Director, a subset of Directors, or the Executive Director, who shall perform those conferred 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.

ARTICLE III DIRECTORS

Section 3.1. Number and Qualification. The Board of Directors ("the Board") shall serve as the Board of Directors of The School. The Board shall consist of at least five (5) Directors and no more than eleven (11) Directors. Directors shall be persons who are 18 years of age or older. Between the time of incorporation and the time the charter petition is submitted, the Board may recruit additional members. Each Director may not have been convicted of any felonies and 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.

Section 3.2. Election and Term of Office. At each annual meeting, the Board's nominating committee, known as the Governance Committee, shall present a slate of potential Directors and officers for election by the Board of Directors. Directors shall be elected for a term of one year, unless the Director is sooner removed by or as a result of the earliest to occur of: (1) operation of law; (2) an order or decree of any court of competent jurisdiction; (3) voluntary resignation, or (4) removal by a majority of the Board, as further described in Section 3.4. A Director may serve up to five (5) consecutive one-year terms. An individual who has served up to five (5) consecutive terms as Director will not be eligible for another term until one (1) year has passed following the last day of the individual's preceding term as Director.

Section 3.3. Vacancy. Any vacancy occurring in the Board and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate

by the Governance Committee, by majority vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.4. Resignation or Removal. Any individual Director may resign at any time by delivering written notice to the Chair or Vice Chair of The School. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officers, and the acceptance of the resignation shall not be necessary to make it effective; provided, however, that a Director who resigns may postpone the effectiveness of his/her resignation to a future date or to the occurrence of a future event specified in a written tender of resignation. A vacancy shall be deemed to exist at the time of such resignation; and the Board may then or thereafter elect or appoint a successor to take office when the resignation, by its terms, becomes effective.

Any Director may be removed with or without cause by a majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Among other things, an unexcused absence from two (2) consecutive regular meetings or missing more than three (3) regular meetings in any calendar year shall constitute cause for removal of a Director. Notwithstanding the previous sentence, the Chair is authorized to excuse any Director's absence from a regular or special meeting of the Board, provided that said Director provides adequate notice of his/her absence to the Chair in advance of the meeting. In the event the Chair excuses a Director's absence, that absence shall not count as an unexcused absence for purposes of determining cause for removal of that Director as provided by this paragraph.

Section 3.5. Compensation. Whether or not employed by The School for other purposes, Directors and members of any committee of the Board of Directors shall serve in that capacity without compensation, but may receive reimbursement for reasonable expenses incurred in attending meetings.

Section 3.6. Conflicts of Interests. Each Board Member will sign a Conflict of Interest Policy beginning each school year affirming his or her unconflicted loyalty to the interest of The School.

Section 3.7. Chair and Vice-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, including serving as an ex-officio member of each of the Board's committees. The Vice-Chair shall assume the duties of the Chair in his/her absence.

Section 3.8. Secretary. The Secretary shall keep the minutes of The School 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.

Section 3.9. Treasurer. The Treasurer shall have care and custody of the books and records of account of RISE Grammar School and, subject to the direction of the Governing Board, shall have charge of and be responsible for all funds and securities of RISE Grammar School. The Treasurer shall render financial statements to the Governing Board from time to time upon request. The funds of RISE School 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 School as may from time to time be designated by the Governing Board. The Treasurer shall have such other powers and duties as may be designated by the Governing Board.

Section 3.10. School Employee ex-officio Directorship. The governing board will reserve one seat on the Governing Board for the chief administrator, the Executive Director of The School. This Director will serve as an ex-officio member of the governing board and all its committees with no voting

privileges. The allocation of this seat does not alter the number of voting directors (minimum or maximum) required by Section 3.1 of these bylaws.

Section 3.11. Other Officers. Other Officers of The School shall have such powers and duties as may be designated from time to time by the Governing Board.

ARTICLE IV MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.1. Timing and Notice. The Board shall meet regularly at such times and places as the Board shall by resolution determine. Regular meetings of the board shall be held at such locations, dates and times as shall be determined by the Board; provided, that all meetings shall be held in compliance with the Georgia Open Meetings Act.

The Secretary or his or her designee shall give to each member of the Governing Board prior written notice either at least one week in advance or as required under Georgia's Open Meetings Law, whichever provides more notice, of each regular or special meeting of the Board. Notices of meetings of the Governing Board will be posted in the School and on the School's website, if any, in accordance with the Georgia Open Meetings Law. Each notice shall state the time and the place of the meeting and the general nature of the business to be transacted there to the extent required by the Georgia Open Meetings Law, OCGA 50-14-1 et seq. The order of business at all meetings shall be set by the Board Chair.

Section 4.2. Annual Meeting. The annual meeting shall be held every September (the date, time, and place to be fixed by the Board and notice given to all members, at least three (3) weeks in advance), for the purpose of electing officers, deciding upon a slate of members to present to the charter school parents/legal guardians for election, and for the transaction of such other business as may come before the meeting.

Section 4.3. Executive Session. Upon a majority vote of the entire 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, §§ 50-14-3 and 50-14-4 of Georgia's Open Meetings Law.

Section 4.4. Waiver of Notice. Whenever any notice of the meetings of the board is required to be given under law, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 4.5. Quorum. At any meeting of the Board, the presence of a majority of the members of the Board shall be necessary to constitute a quorum for the transaction of business. Any fewer Directors may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum.

No proxies shall be allowed, except in extraordinary situations where a resolution is circulated previous to a meeting, a Director who cannot attend the meeting designates his or her proxy in writing, and a majority vote of the Board allows for the acceptance of proxies. 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 4.6. Participation in Meetings via Remote Electronic Equipment. The Board may only hold meetings by video, telephone or web conference or similar communications equipment when necessitated by emergency circumstances as specified under the Georgia Open Meetings laws and provided means are afforded for the public to have simultaneous access to the teleconference meeting. In addition, individual Directors may participate by teleconference or video only as appropriate under the Georgia Open Meetings laws; provided however, that no Director shall participate by telephone or video more than twice per calendar year and provided that a quorum must still be present at the meeting.

Section 4.7. Establishment of Committees. The Board shall establish the standing committees listed in this article and may, by resolution adopted by a majority of the Directors in office, establish such ad hoc committees (to consist of two (2) or more Directors) as the Board shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Board as the Board shall, by resolution, determine.

Section 4.8. Standing Committees. The Governing Board shall establish and maintain standing committees. The secretary will keep a list of all committee membership and will be advised by the chairperson of the committees if the membership changes for any reason. Committees may be composed of a mix of directors, employees of the school, parents, and other community members; provided, however, that at least two directors serve on a standing committee. No committee shall be composed of a number of directors that would comprise a majority of the Governing Board. The standing committees shall be:

4.8.1. Budget and Finance: This committee shall be responsible for auditing the operating budget provided by the Executive Director or his/her designee, and for monitoring payroll and benefits and facilities operations. The committee will also coordinate fundraising efforts, seek community and corporate partnerships, and oversee applications for grants from local, state, federal, and private sources. The Treasurer shall serve as the chair of the Finance Committee.

4.8.2. Academic Committee: This committee shall be responsible for assessing the effectiveness of the curriculum by examining content and delivery, and looking at various quantitative and qualitative measures of student performance and interest.

4.8.3. Governance Committee: This committee shall be responsible for maintaining the core mission of the school, for developing school culture, proposing school policies to the Governing Board, and bringing parents' and students' grievances to the Governing Board. The Chair of the Board shall serve as the chair of the Governance Committee.

Section 4.9. 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.

Section 4.10. Reports. All standing and ad hoc committees shall report on their work to the Board at least once a year, and periodically as required by the Chair. Supporting documentation, if deemed necessary by either the reporting committee or a majority of the Board, shall be incorporated into the minutes.

Section 4.11. Strategic Plan. The Chair of the Governing Board may request that certain or all committee chairs prepare a report for presentation at the Annual meeting, or whenever appropriate, that lays out their strategic goals for the committee for the upcoming academic school year.

Section 4.12. Executive Committee. The Governing Board may establish an executive committee to consist of the chair, vice chair, secretary, treasurer, and anyone else elected by this committee. The executive committee shall have authority to do the following:

- (a) To approve contracts for new employees of The School.
- (b) To renew contracts of existing employees of The School.
- (c) To hear and determine recommendations from the Executive Director about non-renewals of employee contracts and terminations of employment before the expiration of contracts.
- (d) To discuss and recommend to the Governing Board the bonus allocation schedule for faculty and staff and administration at The School.
- (e) To advise the chair on such matters as pertains to the executive governance of RISE Grammar School.

The Board may also delegate to the Executive Committee full powers of the Board to act upon all matters pertaining to the welfare and management of the Corporation between regular meetings of the Board.

ARTICLE V SELF-DEALING TRANSACTIONS

Section 5.1. Purpose. The purpose of the procedures prescribed in this Article V is to protect The School's best interest when entering into a transaction or arrangement that also might benefit the private interest of a Director, Officer or employee or marital relation of a Director, Officer or employee.

Section 5.2. Governing Board's Authority. The Governing Board shall not authorize corporate action, and no committee shall recommend corporate action, except in accordance with procedures set forth in this Article V.

Section 5.3. Procedures.

(a) Duty to Inquire. In its consideration of any action, the Governing Board and all committees shall first conduct appropriate inquiry to determine whether the action involves a Self-Dealing Transaction (as defined below), including determining the nature, scope and details thereof.

"Self-Dealing Transaction" means any transaction having the School as one party and one or more of the following among the proposed other parties thereto:

(i) Directors, Officers or employees of the School, or blood or marital relations of any of them;

(ii) an entity in which a Director, Officer or employee of the Corporation, or blood or marital relation of any of them, holds an ownership or investment interest;

(iii) an entity which employs or otherwise compensates a Director, Officer or employees of the School, or employs or compensates a blood or marital relation of any of them; and/or

(iv) any entity which has, as a member of its board of directors or trustees, a Director, Officer or employee of the School, or a blood or marital relation of any of them.

A Director involved in an actual or potential Self-Dealing Transaction is referred to herein as an "Involved Director." Involved Directors, and Officers and employees, related to a possible Self-Dealing Transaction being evaluated shall not participate in the inquiry into or the determination of whether the transaction is a Self-Dealing Transaction, but may present to the Governing Board regarding the nature and extent of his or her relationship to the matter being considered.

(b) *Determining Whether a Self-Dealing Transaction Exists.* After inquiry in accordance with subparagraph (a) immediately above, the Governing Board shall take action as to whether the transaction is a Self-Dealing Transaction; provided, an Involved Director shall not participate in the deliberation of or vote the issue of whether a transaction is a Self-Dealing Transaction.

(c) *Acting on a Self-Dealing Transaction.* If the Governing Board determines a transaction being considered is a Self-Dealing Transaction, the Governing Board will exercise due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the School with reasonable efforts. An Involved Director shall not participate in this determination. As part of its due diligence, the Governing Board may involve or engage one or more disinterested people to investigate alternative transactions. If the Governing Board decides not to proceed with an alternative transaction, the Governing Board shall determine whether it is in the Corporation's best interests and is fair and reasonable to the Corporation to authorize the Self-Dealing Transaction, provided, an Involved Director shall not participate in the deliberation of or vote upon the authorization of a Self-Dealing Transaction.

(d) *Violations.* If the Governing Board has reasonable cause to believe that a Director, Officer or employee has violated Article V of these Bylaws, it shall conduct further investigation as the Governing Board deems warranted, shall inform the Director, Officer or employee of the basis for such belief, and afford him or her an opportunity to explain the alleged failure to disclose. If the Governing Board determines that a violation of Article V of these Bylaws has been committed, the Governing Board shall take appropriate disciplinary and/or corrective action. A Director who is the subject of an investigation or possible disciplinary or corrective action under this subparagraph (d) shall not participate in the deliberation of or vote on such determination of disciplinary or corrective action.

(e) The procedures prescribed in subparagraphs (a), (b) and (c) above shall apply to actions of committees of the Governing Board in the same manner and to the same extent as prescribed for Governing Board actions.

Section 5.4. Records of Proceedings. The minutes of the Governing Board and all committees with Governing Board-delegated powers shall contain the names of the persons and entities involved in transactions which are or may be Self-Dealing Transactions, findings of the Governing Board in respect of the scope and nature of those person's and entities' involvement, actions taken in accordance with

this Article, the names or the persons present for or who participated in discussions thereof and a summary of the content of such discussions, and a record of votes taken in connection therewith, including the names of those present for and who participated in voting and their respective votes.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1. Indemnification of Directors and Officers. The School 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, 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 School, that his conduct was in its best interests, and in all other cases, that his 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 conduct was unlawful. The School shall not indemnify any Director or Officer in connection with a proceeding by or in the right of RISE Grammar School in which the Director or Officer was adjudged liable to RISE Grammar School, or in connection with any proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

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 RISE Grammar School 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 School 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 VII FINANCIAL REPORTS

Directors shall cause to be prepared an annual financial report.

ARTICLE VIII FISCAL YEAR

The fiscal year of The School 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 IX
DISTRIBUTION OF ASSETS**

In the event RISE Grammar School is dissolved in accordance with applicable federal and state laws, all unencumbered assets may be distributed to non profit 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 X
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 School, 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 XI
INTERPRETATION OF CHARTER**

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

**ARTICLE XII
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 30th day of September 2015, 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.

Date Adopted: 12/15/18

Board Chair: 