

# **BYLAWS OF AMANA ACADEMY, INC.**

## **Article I – INTRODUCTION**

### **Section 1.1 Principles of Stewardship and Trust**

Being a member of the Amana Governing Board (otherwise referred to in this document as “the Governing Board”, “Amana Board”, or “The Board”) means a personal belief in the principle on which Amana was founded, therefore the Governing Board as a whole and its individual members shall always govern and act with total honesty, cooperation, and integrity. Additionally, a great part of the Amana vision is the idea of total Community participation. Although the Governing Board holds the main accountability to the Community and the Charter and is ultimately responsible for final decisions, the Board shall proactively seek parents’ and guardians’ input on a systematic basis in accordance with these Bylaws. The Board bears the full responsibility to deliver the educational experience to its community as expressed in its Vision and Mission.

### **Section 1.2 Nondiscriminatory Policy**

The Organization operates a school which offers equal educational opportunity and all of the rights, privileges, programs and activities generally accorded or made available to all students at the school to all persons without regard to race, religion, sex, creed, color, national origin, age, handicap or disability. The Organization does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions, policies, scholarship and loan programs and athletic and other school-administered programs.

### **Section 1.3 Name of the Organization**

The name of the corporation is “Amana Academy, Inc.” (Hereinafter referred to as Amana Academy or school).

## **Article II - PURPOSE**

### **Section 2.1 Amana's Purpose**

Amana Academy is organized, and will be operated, exclusively for charitable, educational, scientific, literary and cultural purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code.

## Article III – GOVERNING BOARD

### Section 3.1 The Governing Board

The Amana Board bears the full responsibility to deliver the educational experience to its community as expressed in its Vision and Mission.

### Section 3.2 Structure of the Governing Board

- a. There will be a minimum of 5 and a maximum of 15 members on the Amana Board.
- b. Board members will be elected to serve 3-year terms however, if mutually agreeable to the chairman and approved by the Board, members can opt to serve additional time on the board.
- c. Board members are expected to serve at least on one committee.
- d. Board members with experience (either at Amana Academy or another organization) on committees may chair them.
- e. Committee chairs and members will identify and mentor new board members for chairing committees during the following year.
- f. All new and experienced board members must attend the annual retreat, typically held in August.
- g. Board members are expected to attend mandatory authorizer training (local district and state).
- h. All board members are expected to complete a background check annually per authorizer timelines.
- i. All committees must meet every month.
- j. Board and committee meeting minutes will be posted online within 7 days after the meeting.
- k. Board and committee meeting schedules should be posted 1 week in advance.

### Section 3.3 Quorum for Transacting Business

A majority of the number of board members in office shall constitute a Quorum for the transaction of business at any meeting of the Governing Board. The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough board members leave the meeting so that less than a quorum remains. However, no action may be approved without the consultation of at least a majority of the number of board members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the board members present may adjourn and reconvene the meeting one time without further notice.

### Section 3.4 Vacancies on the Board

If a vacancy occurs on the Board other than that of the Chairperson, the Chairperson shall appoint a qualified person to serve until a successor officer is elected by the Governing Board. The Board vacancy shall be filled by the Board Chair after full consultation with Board members and other community members as deemed necessary by the Board. A Board member selected to fill a vacancy shall serve for

the balance of the unexpired term of the predecessor in office. Every member of the Board shall serve for the duration of their term, unless a written resignation is delivered to the Chairperson of the Board or removal in accordance with the bylaws. Any member of the Board may resign his or her position at any time.

If a vacancy occurs in the office of the Chairperson, the Treasurer shall serve as Chairperson Pro Tempore until a successor Chairperson is elected by the remaining Governing Board at a monthly or a special meeting. A new Chairperson shall be elected by the Board within 30 days of the resignation, removal, or death of the Chairperson.

### **Section 3.5 New Board Members**

- a. Nominations for new board members must be submitted to the governance committee by a deadline set by the committee. The Amana Academy Governing Board shall create a policy regarding the make-up and number of members of the governance committee. Any individual can nominate anybody to a Board position. Staff, employed or contracted by Amana are not eligible for nominations. Since all Board Activities are to be consistent with Amana's principles of stewardship, self-promotion and self-nomination are not permitted. All nominees will be forwarded to the Governance Committee to determine who is interested in accepting a nomination; who has the types of experience and expertise to compliment the knowledge and expertise of current Board members; and, who is otherwise eligible to serve on the Board of Directors.
- b. Selection of Board Members shall be supervised by the Governance Committee appointed by the Board. The Governance Committee will put forth the new members who they have vetted. At that time, a vote will be held by the Board. Once the vote has taken place, the announcement will happen at the next Board meeting. A notification and New Member packet will be distributed to the new members. Newly elected board members shall be announced to the Amana Community at a public board meeting and assume responsibility at the following board meeting.

## **Article IV. OFFICERS**

### **Section 4.1 Principal Officers**

The principal officers of the school shall consist of a Chairperson, a Secretary and Treasurer. These officers shall be elected by the Governing Board at the earliest possible board meeting during the fiscal year (typically July), and shall serve at the pleasure of the members of the Governing Board. Any person shall be eligible to hold any office. The Chairperson and the Treasurer shall not be the same person, unless it is on a temporary basis resulting from the Chairperson's resignation, removal, or death. The Officers will serve for one full year. Officers may be re-elected by the Board to serve the same office. Starting the school year of 2009-2010, the Board may ask the Executive Director to serve as the Board Secretary but will not participate as a voting member of the Board In the event the Executive Director is

not asked or declines to serve as the Board Secretary, another Board member shall be elected Secretary in the same manner described above for Chairperson and Treasurer.

#### **Section 4.2 Chairperson's Responsibility**

The Chairperson shall be responsible for setting Board Meeting Agendas and leading Board Meetings. The Chairperson shall facilitate the Board decision making process. The Chairperson shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governing Board or by Board Policy.

#### **Section 4.3 Secretary's Responsibility**

The Secretary shall be responsible for the minutes of all the meetings of the Board and for authenticating records of the corporation. The Secretary shall have charge of the school's minute book and seal. If the Executive Director is to act as Secretary of the Board, then the Chairperson will have charge of the school's minute book and seal. The Secretary shall also perform such other duties and have such other powers and responsibilities as may be assigned to him or her from time to time by the Governing Board.

#### **Section 4.4 Treasurer's Responsibility**

The Treasurer shall be charged with the day-to-day management of the financial affairs of the school and shall have the responsibility to recommend action concerning the school's financial affairs to the Chairperson, and the Governing Board. The Treasurer shall at all times maintain full and accurate records regarding the property owned by the corporation, its income and disbursements and its various activities, and shall present such record at the annual and regular meetings of the Governing Board; provided, however, that the records shall always be open for inspection by any member of the Board. The Treasurer shall have the authority and responsibility for the safekeeping of the funds, assets of the corporation and shall serve as an advisor on financial matters relating to the management and operation of the school's assets. The Treasurer shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Chairperson and / or the Governing Board. In the event of the treasurer, resignation, removal or death, the Chairperson shall serve as Treasurer Pro Tempore until a successor Chairperson is elected by the remaining Governing Board at a monthly or a special meeting. The new treasurer shall be elected within 30 days of the event of resignation, removal, or death of the Treasurer.

#### **Section 4.5 Board Assistants**

The Board may elect, or the Chairperson appoint one or more assistants to the Secretary and/or Treasurer, who shall have such duties and responsibilities as may be assigned to them from time to time by the Chairperson and/or the Governing Board.

## **Section 4.6 Communications to Board Officers**

All officers of the Board shall be updated as required by Georgia Law and the Georgia Secretary of State.

## **Article V – RESPONSIBILITIES OF THE GOVERNING BOARD**

The Governing Board shall have complete responsibility for managing the school subject to the management and control of the authorizing agency (local board of education or State Charter School Commission) as provided in the Charter and in a manner consistent with the mission and vision of the Founding Members. Being a member of the Amana Governing Board means a personal belief in the principles on which Amana is founded and therefore all decisions and actions by Board Members must embody the principles of honesty, trust, and integrity as portrayed in the Charter. It is the Governing Board's responsibility to ensure that Amana Academy is a viable, financially solvent, and professionally staffed institution. In fulfilling its duties and responsibilities towards the Amana Community, the Board must give careful attention to the principles of sound delegation. This includes clear communications of expectations, assignment of clear ownership of expectations, and efficient monitoring of whether expectations are being met. Board Member fundamental responsibilities include understanding and operating under the organization's bylaws. Their legal responsibilities include: Duty of Care – staying informed and asking questions; Duty of Loyalty – showing undivided allegiance to the organization's welfare; and Duty of Obedience – staying faithful to the organization's mission. With these principles in mind, the Governing Board has the following primary responsibilities to be carried out in accordance with the Amana Academy Charter and Bylaws:

### **Section 5.1 Amana's Vision and Mission**

The Governing Board's most critical role is to create the school's vision and mission statement and to review them periodically for accuracy and validity. Each individual board member should fully understand and support the school's mission and purpose.

### **Section 5.2 Policy Board**

The Governing Board will be a "Policy Board". It will delegate total responsibility for implementation to the leadership team and establish direction through policy. In addition to delegation, the Board must be able to recognize the need to adopt or develop new policy and shall engage the appropriate elements of the Amana Community and proactively seek community input on proposed policy prior to final adoption.

### **Section 5.3 Select and Support the Executive Director**

The Board shall undertake a careful search process to find the most qualified individual for the position.

The Amana Governing Board will ensure that the Executive Director has the moral and professional support he or she needs to further the goals of the school. The Board shall periodically evaluate the progress and effectiveness of the Executive Director's implementation of the school's goals and his/her fulfillment of the Board's expectations.

#### **Section 5.4 Strategic Planning and Organizational Planning Oversight**

As stewards of the school, the Board shall develop and maintain the Strategic Plan for the school. Additionally, the Board will participate in annual planning to determine which programs are the most consistent with the school's mission and to monitor their effectiveness. It will delegate total responsibility for implementation to the leadership team and establish direction and oversight through policy.

#### **Section 5.5 Ensure Adequate Resources**

One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board will work in partnership with the Executive Director to raise funds from the community through the following: 1.) Long-term financial planning and fundraising, 2.) Development of long-term plans to develop and maintain professional staff, 3.) Optimization of viable opportunities, and 4.) Development of long-term plans to explore successful, mutually beneficial partnerships.

#### **Section 5.6 Manage Resources Effectively**

The Board must manage resources in a manner consistent with a cohesive long-term strategy that ensures Amana Academy will meet its long-term goals and accomplish its mission. The board, in order to remain accountable to its donors, the public, and to safeguard its tax-exempt status, will approve the annual budget and ensure that proper financial controls are in place. The Board is responsible for executing all employment contracts, yet may delegate this responsibility to the Executive Director except in the case of Administration and Executive positions. The Board is also responsible for other substantial financial commitments, yet may delegate this responsibility to the Executive Director or Chief Financial Officer as defined by policies and procedures.

#### **Section 5.7 Governing Board Meetings**

- a. The Governing Board shall hold regular monthly meetings and shall be open for all members of the Amana Academy community to attend.
- b. A majority of the full number of Board members shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Board members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

- c. All meetings shall be held in accordance with the Georgia Open Public Meetings Act - Section 50-14-1 et seq. All meeting minutes are to be kept on file at Amana Academy's administrative office and made available for review by community members, subject to the provisions of O.C.G.A. Section 50-18-70 et seq. Adequate notice of all meetings subject to the Act shall be visibly posted and provided to all community members via the Amana stakeholder email distribution groups, posted on the Amana website and in the school lobby not less than twenty-four (24) hours before any such meeting.
- d. Executive sessions for the Board may be held before or after the official Board meetings have commenced or adjourned. Special meetings of the Governing Board may be held at such place and times as may from time to time be fixed by the Board or as may be specified in the notice of said meeting in accordance with the Georgia Open Public Meetings Act.
- e. Special meetings of the Governing Board may be called at any time by the Chairperson or any two (2) members of the board, upon not less than (3) three or nor more than (60) days before the meeting. The notice will be sent via email to each individual Board member. Notice of any special meeting of the Board shall state the place, day, and time of the meeting, who called the meeting, and purpose or purposes for which the meeting is called.
- f. Notice of any meeting of the Governing Board may be waived by instrument in writing executed before or after the meeting. Attendance at such meeting in person or by proxy shall constitute a waiver of such notice thereof, unless such attendance is for the sole purpose of objecting to the holding of such meeting.
- g. Any or all members of the Governing Board may participate in a meeting of the Board, or of a committee of the Board, through the use of any means of communication by which all Board members participating may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.
- h. Attendance at board meetings is mandatory. If a Board member must miss a meeting, the Chairperson must receive 24 hours' notice. If a 24-hour notice is not given, or the excuse given is deemed insufficient by the Chairperson, the Chairperson may consider the absence unexcused.
- i. The Board Chairperson shall preside at all meetings of the Board. In the event the Chairperson is unable to be present at the meeting, the Treasurer will preside in his/her place. In the event the Board Chair and the Treasurer are unable to preside at the Board meeting, a designee will be selected from among the Board members who are present at the meeting.

### **Section 5.8 Enhance Amana's Public Standing**

The most relevant responsibility of the Governing Board is its representation of the Amana community. The Board is to act as *Ambassador* of Amana in a manner consistent with its vision, mission, and guiding principles. In association with this responsibility, the Governing Board must also pursue, develop, and maintain positive relationships with partners, community leaders, the public at large, and the media. The

Amana Board will oversee the development of a comprehensive public relations strategy that clearly articulates Amana’s mission, accomplishments, and goals.

### **Section 5.9 Ensure Legal and Ethical Integrity**

The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. The board will establish pertinent policies, and adhere to provisions of the school’s bylaws and articles of incorporation. The Board will evaluate the accomplishments of the school’s strategic goals and fulfillment of its mission.

### **Section 5.10 Ensure an Effective Succession Planning Approach**

That includes Board Officers and Committee Chairs, and the Executive Director. For Board Member succession planning, the Governance Committee Chair and Board Chair shall continually assess the skill-sets required and develop plans for recruitment and role assignment of individual Board Members. The process shall be articulated in the election process. And, the Board shall create a long-term development strategy for the charter school team. The most important role being to ask smart questions that help the Executive Director to articulate what the organization is doing to grow future generations of leadership.

### **Section 5.11 Amana Academy’s Commitment to the Board**

- a. Board members will be sent, without request, monthly financial reports.
- b. Members can call on the school leadership team to discuss programs and policies, goals and objectives.
- c. Other board members and staff will respond in a straightforward and thorough fashion to any questions that they feel necessary to carry out their fiscal, legal, and moral responsibilities to the organization.
- d. Amana Academy will provide insurance coverage for liability, error and omission.

### **Section 5.12 Advisory Council**

The Amana Governing Board can establish an Advisory Council to gain a broader perspective, community relations, strategic priorities, and feedback on ideas of the Council.

- a. The Advisory Council shall not be limited in the number of its members.
- b. The Advisory Council will not have any voting rights.
- c. The term for each Advisory Council member is two (2) years and will be elected by a vote of Amana Academy Governing Board and shall serve until the election of their successors or their earlier resignation or removal. Each member of the Advisory Council’s term will begin on July 1.



### Section 5.13 Decision Making

The Amana Governing Board is an entity of one voice. The Board has the responsibility to deliver policy decisions to the Amana community based on the appropriate consultations. The Chairperson of the Board carries the responsibility to facilitate Board decisions using the Consultative Model in decision-making which includes the following potential decision-making situations and methods:

- a. All managerial decisions will be passed to the Leadership Team.
- b. Simple policy decisions where direction is already established with existing policy or previous board decision – the Chairperson may make a decision on behalf of the board.
- c. Significant and unique decisions or significant and precedent setting decisions require policy-making on the matter by the Board with community input. The Board may form a subcommittee composed of members of the Amana community to investigate and develop a proposed policy with a formal Board decision. In this situation where formal Board decision is required, the Board must utilize consultations with the following process: (1) the chairperson shall seek Board member recommendations along with rationales; (2) the chairperson shall facilitate a deliberation of the different options among Board members; (3) the chairperson shall facilitate analysis by the Board of each option and weighing them against the school vision, mission, and guiding principles; (4) based on such analysis, the Chairperson shall make the decision on behalf of the board while providing detailed justifications and rationales of how the decision is in the best interest of Amana and in harmony with the vision, mission, and Guiding Principles of Amana Academy; (5) once the Chairperson announces a final decision, all Board members shall support the decision in full; (6) the Board then must communicate the decision to all appropriate parties.
- d. If, at least two Board members feel that a decision/policy announced by the Chairperson does not reflect a consensus of the Board or that there was insufficient consultation on an issue prior to issuing a decision or policy, those Board members may ask for a vote of 'no confidence' in either the decision/policy or the process for reaching the decision/policy. Provided however that any such request shall be made in writing within 10 days after the decision/policy is announced, with the reasons for such request clearly stated and must be signed by at least two Board members. If a request for a vote of 'no confidence' is properly made an item shall be placed on the agenda of the next regularly scheduled Board meeting to discuss and vote on the issue. The announced decision/policy may only be overturned with a two-thirds majority vote of the Board. All normal quorum rules apply.
- e. Board members shall exercise ordinary business judgments in managing the affairs of the school. Board members shall act as fiduciaries with respect to the interests of the school. In acting in their official capacity as board members of this corporation, board members shall act in good faith and take actions they reasonably believe to be in the best interests of the corporation in accordance with the law. In all other instances, the Governing Board shall not take any action that they should reasonably believe would be opposed to the school's best interests or would be unlawful. A board member shall

not be liable if, in the exercise of ordinary care, the board member acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the corporation.

- f. The members of the Board may adopt any rules and/or take any actions with regard to the corporation and/or the member of the Board of the corporation, so long as any such rules and/or actions are not inconsistent with these bylaws, the charter, and federal and state law.
- g. A Board member may provide consultation by proxy executed in writing to the Board Chair in advance of the meeting.

#### **Section 5.14 Removal of Board Members**

The Governing Board or members may vote to remove a board member at any time, only for good cause. Good cause for removal of a board member shall include the unexcused failure to attend four consecutive meetings of the Governing Board, not completing all training as mandated by the state, and inappropriate behavior. A meeting to consider the removal of a board member may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the board member will be on the agenda that the notice shall state the possible cause for removal. The board member shall have the right to present evidence at the meeting as to why he or she should not be removed, and the board member shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Board shall consider possible arrangements for resolving the problems that are in the mutual interest of the school and the board member. Upon a two-thirds (2/3) majority vote (excluding the member of the Board in question), the Board may cause removal of a member.

### **Article VI. COMMITTEES**

#### **Section 6.1 Standing and Special Committees**

Standing and special committees of the Governing Board of the corporation may be authorized by the Governing Board of the school. The chairpersons and members of all committees shall be assigned by the chairperson. Members of such committees shall be assigned by the Committee chair.

### **Article VII. COMPENSATION OF MEMBERS OF THE GOVERNING BOARD**

#### **Section 7.1 Board Compensation**

The Governing Board shall not receive salaries for their services as Board members; however, the school shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by the Board members in furtherance of the school's mission as long as conducted with Board approval.

## **Section 7.2 Officers Compensation**

- a. The officers shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by an officer in furtherance of the school's mission as long as conducted with Board approval.
- b. The Executive Director may serve as the Secretary of the Board, at the Board's appointment, while at the same time receiving his contracted compensation from Amana Academy.

## **Section 7.3 Employee Eligibility**

Full time employees are not eligible to serve as Board members.

## **ARTICLE VIII. CONFLICT OF INTEREST**

### **Section 8.1 Conflict of Interest**

A conflict of interest may exist when the interests or activities of any Director, officer or staff member may be seen as competing with the interest or activities of this Corporation, or the Director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

### **Section 8.2. Disclosure Required**

Any possible conflict of interest shall be disclosed to the Governing Board by the person concerned, if that person is a board member or the Chairperson; or disclosed to the Chairperson, or to such person or persons as he or she may designate, if the person is a member of the staff.

### **Section 8.3 Abstinance from Vote**

When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof. Any committee which votes upon a matter wherein a conflict of interest exists or may exist must consist entirely of members of the Board of Directors.

### **Section 8.4 Absence from Discussion**

Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors or its committee is meeting and shall not participate in the final

deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors or committee with any and all relevant information.

### **Section 8.5 Minutes**

The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

### **Section 8.6 Annual Review**

A copy of this conflict-of-interest by-law shall be furnished to each Director, officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, officers and staff members. Any new Directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

## **Article IX. PROPERTY OF THE CORPORATION**

### **Section 9.1 Sale or Transfer of Property**

Any sale or transfer of any stock, bond, security, real estate or any other property standing in the name of the corporation shall be valid only if executed by the school acting through any two officers authorized by the Governing Board. Any document of conveyance or transfer executed in this manner, having affixed thereon the seal of the corporation, shall in all respects bind the corporation as fully and completely as if such transaction had been authorized by a specific Board decision of the members of the Board, and any person to whom a copy of this Article VIII shall have been certified by the Secretary of the school shall be entitled to rely thereon until notified of its repeal.

## **Article X. SEAL**

### **Section 10.1 School Seal**

The seal of the school shall be in such form as the Governing Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signatures of the Chairperson and Secretary of the corporation followed by the "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The Secretary shall be in charge of the seal and the Secretary shall affix the seal on all corporate papers where necessary or appropriate.

## **Article XI. AMENDMENTS**

### **Section 11.1 Amending the Articles of Incorporation**

The articles for incorporation may be amended by a simple majority vote of the members of the Governing Board present at any regular or special meeting where a quorum is present.

### **Section 11.2 Amending Bylaws**

These Bylaws may be amended by a two-thirds majority vote of the Governing Board present at any regular or special meeting where a quorum is present.

## **Article XII. INDEMNIFICATION**

### **Section 12.1 Indemnification**

The corporation shall, upon a request to do so pursuant to Section 12.2 of these Bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is/was serving at the request of the corporation as a member of the Governing Board in pursuance of the school's mission against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the maximum extent allowed by section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code, upon the determination by the corporation that such indemnification is proper in accordance with section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the school in advanced by of final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount if it shall ultimately be determine that he or she is not entitled to be indemnify by the corporation. There will be NO such indemnification in the case where said person/s acted negligently and/or without the consent and/or approval of the Governing Board.

### **Section 12.2 Notification for Indemnification**

In order to obtain indemnification under section 12.1 of these Bylaws, the person(s) seeking indemnification shall request such indemnification of the corporation by notifying the corporation of the following:

- a. The substance and amount of the claim or claims alleged against him or her.

- b. The forum in which such claims have been asserted
- c. The date or dates upon which such claims were asserted
- d. The defenses made or intended to be made to such claims
- e. The current status of such claims
- f. The date upon which, or the period upon which, resolution can reasonably be expected
- g. The anticipated amounts or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Within sixty (60) days, of its receipt of such notice, the corporation shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided in 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. If the school fails to take such action, the person indemnified may call a special meeting of the members of the Governing Board of the corporation at the principal office of the corporation. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with Article IV of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the school requesting indemnification with his or her notice to the Board members of the special meetings.

### **Section 12.3 Insurance through the School or Charter Authorizing Agency**

If the Organization or authorizer (for example, the Fulton County Board of Education or State Charter Schools Commission) purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to this Article XII, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

### **Section 12.4 Expenses Paid by way of Indemnification**

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members of the Governing Board or by an insurance carrier pursuant to insurance maintained by the school or designated charter authorizing agency (for example, the Fulton County Board of Education or State Charter School Commission), not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payments, and in any event, within fifteen (15) months from the date of such payment, the corporation shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation code, send to the members of the Board of Board members of record at the time entitled to the vote for the election of Board members a statement specifying the persons aid, the amounts paid, and the nature and status at the time of such payment of the litigation of threatened litigation.

### **Section 12.5 Impact of any Merger or Consolidation**

For purposes of this Article XII, and with respect to any merger or consolidation involving the school, references to “the school ” shall include, in addition to the surviving or new school, any merging or consolidating corporation (including any merging or consolidating corporation of a merging of consolidation corporation) absorbed in a merger or consolidation, so that any person who is or was a member of the Governing Board, officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as a member of the Governing Board, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under Section 12.1 of these Bylaws with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

**Section 12.6 Indemnification to a Person Post Separation from the Organization**

The indemnification and advancement of expenses provided by or granted pursuant to this Article XII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member of the Governing Board, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 12.7 The Right of Indemnification**

The right of indemnification provided in this Article XII shall not be exclusive of any rights to which any member of the Governing Board, officer, employee or agent of the corporation may now or hereafter become entitled apart from this Article XII.

**Section 12.8 Indemnification Rights/Obligations post Article XII Repeal/Modification**

Any repeal or modification of Article XII or any applicable provision of the law of Georgia shall not affect the corporation’s rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

**.....CERTIFICATE OF SECRETARY.....**

Georgia, Fulton County

I hereby certify that the within and foregoing thirteen pages constitute the Bylaws of Amana Academy, Inc. in effect on this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

\_\_\_\_\_ Secretary of Amana Academy, Inc.