

**TAPESTRY PUBLIC CHARTER SCHOOL  
BYLAWS OF THE BOARD OF TRUSTEES**

**I. MEMBERSHIP**

The corporation shall have no members. The rights which would otherwise vest in the members vest in the directors of the corporation (hereinafter referred to as "Trustees") of Tapestry School Inc. (hereinafter "Tapestry"). Actions require approval by a majority of all Trustees or approval by the Board of Trustees (hereinafter referred to as "Board" or "Governing Board") as specified herein.

**II. BOARD OF TRUSTEES**

**A. Powers.** The Board shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitations of the Georgia Nonprofit Corporation Law, the Articles of Incorporation and these Bylaws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Board Members, except as otherwise set forth in these Bylaws.
2. To select and remove Officers, agents and employees of the corporation; to prescribe powers and duties for them; and to fix their compensation.
3. To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations.
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the corporation.
5. To act as trustee under any trust incidental to the corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
6. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
7. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
8. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.
9. To indemnify and maintain insurance on behalf of any of its Trustees, Officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Georgia Nonprofit Public Benefit Law and the limitations noted in these Bylaws.

**B. Number of Board Members.** The number of voting members of the Board ("Voting Members") may be changed from time to time by resolution of the Board, provided that (1) the number may not be reduced to fewer Voting Members than are serving in duly elected, unexpired terms at any given time, and (2) at no time shall the Board comprise fewer than seven (7) or more than fifteen (15) Voting Members, unless these by-laws shall have been amended accordingly. All Voting Members shall be at least eighteen (18) years of age.

No more than one person per household may be a Trustee at any given time. Tapestry and the Board shall also strive to have at least one local community representative on the Board at all times and will actively recruit persons from the professional community serving students to serve as board members and will seek a balance of parents and non-parents as active board members.

**C. Ex Officio Member.** The Principal of Tapestry will be an ex officio member of the Board, and shall be entitled to the privileges of a Trustee, subject to the following:

1. An ex officio member shall be allowed to sit with the Board and participate in discussions of agenda items, but shall not be allowed to vote on any matter coming before the Board or any committee of the Board, or to make any motion regarding any matter before the Board or any committee of the Board.
2. An ex officio member may be reimbursed for his or her actual and necessary expenses incurred in the execution of his or her duties as an ex officio member of the Board, subject to the same requirements and restrictions as apply to reimbursement of expenses of Trustees.
3. An ex officio member shall not be allowed to participate in or attend executive or closed sessions of the Board (or of any committee of the Board), unless otherwise directed by a majority of the Trustees (or of the committee).
4. An ex officio member may not be elected as an Officer of the Board.
5. An ex officio member shall be allowed to attend and participate in any open meeting discussion at any Board or committee meeting.
6. An ex officio member shall not be counted as a Voting Member of the Board with the respect to the number of members composing the Board or constituting a quorum of the Board.

**D. Election of Board Members.** Election of Board members to fill expired terms shall take place at the Annual Meeting of the Board of Trustees in May for board terms to start at the first meeting after the beginning of the fiscal year on July 1. Each Voting Member shall be entitled to cast a number of votes corresponding to the number of vacancies on the Board, and vacancies will be filled by candidates in descending order of the number of votes received. Cumulative voting is not permitted. No Voting Member may cast more than one vote for any candidate.

**E. Term of Office**

1. The term of office of all members of the initial Board is 2 years excluding years served as a member of the founding board prior to the start of the operation of the school.

2. At the end of the first year, the Board shall provide for staggered terms of its members, by designating members to one-, two- and three-year terms. Thereafter, member of the Board will be elected for two-year terms.
3. There shall be no limit to the number of terms that may be served by a Board Member; however, upon the expiration of each term, Trustees shall be re-elected by the majority of the Board and go through a confirmation vote as outlined.
4. Elections to fill a vacancy that results from the death, resignation, or removal of a Trustee shall be held at the first regular meeting of the Board following the creation of the vacancy, or at a special meeting of the Board called for such purpose. The term of office of a Trustee elected to fill a vacancy begins on the date of the Trustee's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee (as such events are discussed below), or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.
5. A Trustee's term of office shall not be shortened by any reduction in the number of Trustees resulting from amendment of the Articles of Incorporation or the Bylaws or other Board action.

**F. Removal of Trustees.** Trustees may be removed by a vote of two thirds of the Trustees for such reasons that include, but are not limited to, absence from Board meetings without notice or just cause, not fulfilling duties as defined in these Bylaws, not acting in accordance with the mission and core beliefs of Tapestry, acting negligently or against the laws of the state of Georgia when representing Tapestry.

**G. Resignation by Trustee.** A Trustee may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. A Trustee may not resign if the Trustee's resignation would leave the corporation without a duly elected Trustee in charge of its affairs.

**H. Vacancies.** A vacancy is deemed to occur on the expiration of the term of a duly elected Trustee, on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees. A trustee elected to fill a vacancy (not necessarily at the Annual Meeting) shall hold office immediately until the expiration of the term he or she was elected to complete.

**J. Compensation of Trustees.** Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting Tapestry business.

### **III. PRINCIPAL OFFICE**

The corporation's principal office shall be 3130 Raymond Drive, Doraville, GA 30340 or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

Date of Approval: October 17, 2016

## IV. MEETINGS OF THE BOARD

**A. Place of Meetings.** Board Meetings shall be held at the corporation's principal office or at any other reasonably convenient place as the Board may designate.

**B. Annual Meetings.** An Annual Meeting shall be held in May of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, collecting annual conflict of interest and other disclosures, and transacting other business as comes before the meeting.

**C. Regular Meetings.** Regular Meetings shall be held at various times within the year as the Board determines. The board shall have no fewer than 10 regular meetings, one of which must include the Annual Meeting. In addition, committee meetings of the Board will be held throughout the year as necessary.

**D. Special Meetings.** A Special Meeting shall be held at any time. Special Meetings can be requested by the Chair (as defined below) or by any member of the Board in writing or by email. Such requests shall state the proposed date, time and place of the Special Meeting and the purpose or purposes for which the Special Meeting is to be called. Except when requested by the Chair, two (2) additional Board members must concur in writing or by email for the Special Meeting request to be valid. Special Meetings may be called without written notice but must otherwise comply with State Open Records and Meetings requirements.

**E. Quorum.** A quorum consists of a majority of the current number of Voting Members.

**F. Notice.** Written notice of Annual and Regular meetings shall be in writing and will be given at least 24 hours prior to the meeting. Written notice shall include communications through wired and wireless communications and public posting when practicable. Notices of Board Meetings shall be given and follow Georgia's Open Meetings Act and Georgia Sunshine Laws.

**G. Meeting Attendance.** Board Members must attend a minimum of 9 regular Board meetings per year, 7 of which must be in person. Members must attend the Annual Meeting in person. Participation in Board meetings by telephone shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction on the grounds that the meeting is not properly called. Members who attend by telephone may participate in the meeting, but may not be counted with respect to establishing a quorum of the Board.

**H. Adjournment.** A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these Bylaws.

## V. OFFICERS

Date of Approval: October 17, 2016

**A. Officers.** The Board shall elect officers, consisting of a Chair ("Chair"), a Vice Chair ("Vice Chair"), a Secretary ("Secretary") and a Chief Financial Officer ("Treasurer") (individually, any of the foregoing may be referred to as an "Officer," and collectively, they may be referred to as "Officers"). Officers shall be elected at the first meeting after the start of the school fiscal year on July 1. The corporation also may have such other officers as the Board deems advisable. The responsibilities of the Officers shall be as follows:

1. Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.
2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
3. Secretary. The Secretary shall: (a) keep or cause to be kept, at the corporation's principal office, or such other place electronically or on hard copy as the Board may direct a compendium of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles of Incorporation and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.
4. Treasurer. The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

**B. Election, Eligibility and Term of Office**

1. Election. The Board shall elect the Officers annually at the first meeting of the fiscal year, or at a Special Meeting called for that purpose, except that Officers elected to fill vacancies shall be elected in accordance with Article V(D) below.
2. Eligibility. A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
3. Term of Office. Each Officer serves at the pleasure of the Board, holding office through the end of the year until election of new Officers at the first meeting of the following year, or until resignation, removal or disqualification from service.

**C. Removal and Resignation of Officers.** The Board may remove any Officer, either with or without cause, at any time. Officers may be removed for cause by the affirmative vote of two thirds of the Board of Trustees at any meeting of the Board, notice of which shall have referred to the proposed action. Any Officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date as specified in the notice. Removal of the school principal shall only occur with a two-thirds majority vote of the Board.

**D. Vacancies.** Officer vacancies may be filled by a majority vote of the Board at any meeting of the Board.

## **VI. COMMITTEES**

**A. Board Committees.** The Board may create committees (standing committees and special committees) for any purpose, and the Chair shall designate chairs of such committees. A committee shall consist of a chairperson and at least two other Board members. Individuals who are not Board members may be members of committees. Every committee shall, at the discretion of the committee chair, be able to appoint such subcommittees as may be necessary. Each committee and subcommittee shall keep regular minutes of its proceedings and report its actions to the Board when required. All committees must be chaired or co-chaired by a Board member.

**B. Standing Committees.** The Board shall have the following standing committees:

1. **Governance Committee.** The Governance Committee is commissioned by and responsible to the Board to assume the primary responsibility for matters pertaining to Board member recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the school as well as established policies and practices approved by the Board. The Governance Committee is also responsible for reviewing and recommending proposed changes to the By-laws when necessary, developing policies and procedures for Board and school functioning, and ensuring that such policies are implemented consistently.
2. **Development and Fundraising Committee.** The role of the Development and Fundraising Committee is to organize the financial capacity to bolster the annual public funding at Tapestry. Responsibilities of this committee include managing and hosting fundraising activities including outreach to the philanthropic community, grants prospecting, and other fundraising campaigns and initiatives as deemed appropriate by the Board or the Committee Chair.
3. **Finance Committee.** The Finance Committee will be chaired by the Board's Treasurer who shall work closely with the school business manager to ensure the fiscal health of the organization. The Finance Committee Chair shall ensure that appropriate auditing processes are in place to account for fiscal responsibility in the management of the corporation.
4. **Academic Excellence Committee.** The role of the Academic Excellence Committee shall be to oversee the school's progress toward meeting its academic goals and success outcomes, to monitor the effectiveness of the instructional delivery model as well as the extent to which it is mission-aligned, and to develop and maintain partnerships with entities that will bolster the effectiveness of the educational program.

5. Partnerships and Outreach Committee. The role of the Partnerships and Outreach Committee is to review, approve, oversee, and recommend actions related to Tapestry's outreach to partners and community members to support the school's mission and purpose.
6. Facilities Committee. It is the charge of the Facilities Committee to oversee the physical assets of Tapestry are used and useful in the delivery and support of the school's mission and purpose. As such the Facilities Committee's scope of responsibility includes overseeing the development and maintenance of campus grounds, buildings, and facilities used in pursuit of its mission.

**C. Executive Committee Role and Authority.** The Board shall maintain an Executive Committee. The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary and Treasurer and any other Board member or advisor that any member of the Executive Committee deems necessary for designated tasks. The Executive Committee may meet separately from the entire Board but must follow the same procedures related to meeting time, agendas and minutes as the rest of the Board.

The Executive Committee shall have and may exercise all the powers and functions and shall have and may exercise the full authority of the Board in the management and direction of the corporation. Members of the Executive Committee may serve as Chair of no more than 2 standing or special committees of the Board. Members of the Executive Committee may serve as members of any standing or special committees.

**D. Special Committees.** By majority vote, the Board may create, appoint the members and chair of, and establish the rights, duties, and responsibilities of any Special Committees, advisory groups, boards of governors, or other designated groups as it shall deem necessary or advisable in the administration of the Board's duties.

**E. Authority of Board Committees.** The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

1. The election of Trustees.
2. The election of Officers.
3. Filling vacancies on the Board or any committee which has the authority of the Board.
4. The fixing of any Trustee compensation as a result of serving on the Board or on any committee.
5. The amendment or repeal of any Board resolution.
6. The amendment or repeal of Bylaws or the adoption of new Bylaws.
7. The appointment of other committees of the Board, or the members of the committees.

**F. Procedures of Committees.** The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.

## **VII. SELF-DEALING TRANSACTIONS AND CONFLICTS OF INTEREST**

The corporation shall not participate in any self-dealing transactions.

Date of Approval: October 17, 2016

**A. Participation in Discussions and Voting.** Any Trustee shall be excused from the discussion and not vote on any matter involving:

1. a self-dealing transaction;
2. a conflict of interest;
3. indemnification of that Trustee; or
4. any other matter at the discretion of a majority of the Trustees then present.

**B. Conflict of Interest.** Any Trustee, Officer, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that may reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect proceedings, including the disclosure made, the vote thereon, and where, applicable, the abstention from voting and participation. The Board may adopt formal policies requiring:

1. Regular annual statements from Trustees, Officers and key employees to disclose existing and potential conflicts of interest; and
2. Corrective and disciplinary actions with respect to transgressions of such policies. For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Director, Trustee or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

**C. Standard of Care.**

1. **Performance of Duties.** Each Trustee shall perform all duties of a Trustee, including duties on any Board Committee, in good faith and with that degree of diligence, care and skill, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
2. **Reliance on Others.** In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
  - a. One or more Officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;
  - b. Legal counsel, public accountants or other persons as to matters that the Trustee believes are within that person's professional or expert competence;

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- c. A Board Committee on which the Trustee does not serve, duly designated in accordance with a provision of the Corporation's Charter or Bylaws, as to matters within its designated authority, provided the Trustee believes the Committee merits confidence and the Trustee acts in good faith, and after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
3. **Investments.** In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above in Paragraph D.1 and shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, including its present and anticipated financial requirements. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board.

## **VIII. OTHER PROVISIONS**

**A. Fiscal Year.** The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

**B. Interpretation of Charter.** Whenever any provision of these Bylaws is in conflict with the provisions of the Charter, the provisions of these Bylaws control.

**C. Rights of Inspection.** Every Trustee has the right to inspect and copy all books, records and documents of Tapestry and to inspect the physical properties of the corporation, 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, specifically as it relates to all confidential student files, in addition to any obligations imposed by any applicable federal, state or local law.

**D. Duty to Maintain Board Confidences.** Every Trustee has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Trustee violating this confidence may be removed from the Board.

**E. Non-Liability of Trustees.** The Trustees shall not be personally liable for the corporation's debts, liabilities or other obligations.

**F. Indemnification of Corporate Agents.** The corporation shall indemnify any Trustee, Officer, employee or other agent of this corporation, who has been successful (1) on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the corporation's agent, or (2) in defense of any claim, issue or matter therein. In such case, the corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding. If the corporate agent either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, the Georgia Nonprofit Public Benefit Corporation Law.

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**G. Liability Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Trustee, Officer, employee or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Georgia Nonprofit Public Benefit Corporation Law.

**H. Execution of Instruments.** Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

**J. Checks and Notes.** Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chair or Treasurer.

**K. Amendment.** These bylaws may be adopted, amended, or repealed at any meeting of the Board of Trustees by a vote of two thirds of the Board of Trustees. Notice of a meeting to vote on adoption, amendment, or repeal of any bylaws shall include details and specification of the proposed action.

#### **CERTIFICATE OF THE SECRETARY**

The undersigned does hereby certify that the undersigned is the Secretary of the Board of Trustees of the Tapestry Public Charter School, an education Corporation duly organized and existing under the laws of the State of Georgia; that the foregoing bylaws of said Corporation were duly and regularly adopted as such by the Board of Trustees of said Corporation; and that the above and foregoing bylaws are now in full force and effect.

Approved by Board of Trustees: 9/19/2016

\_\_\_\_\_, Secretary

Date: \_\_\_\_\_

Date of Approval: October 17, 2016