

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>ORGANIZATION Name. The name of the Corporation shall be Ivy Preparatory Academy, Inc. (the “Corporation”).</p>	<p>ARTICLE I ORGANIZATION - Section 1.1. Name. The name of the Corporation shall be Ivy Preparatory Academy, Inc. (the “Corporation”).</p>
<p>Mission. The mission of the Corporation is to foster a culture of collaboration, passion for learning, integrity, and servant leadership environment designed especially for girls.</p>	<p>ARTICLE I ORGANIZATION - Section 1.3. Mission. The mission of the Corporation is to foster a culture of collaboration, passion for learning, integrity, and servant leadership.</p>
<p>Vision. The vision of the Corporation is to cultivate female leaders who manifest change in the world.</p>	<p>ARTICLE I ORGANIZATION - Section 1.2. Vision. The vision of the Corporation is to cultivate leaders who manifest change in the world.</p>
<p>Corporate Seal. The Corporate seal shall be specified by the Board and shall include the name and address of the Corporation on its face with the word SEAL in the center thereof.</p>	<p>ARTICLE I ORGANIZATION - Section 1.5. Corporate Seal. The Corporate seal shall be specified by the Board and shall include the name and address of the Corporation on its face with the word SEAL in the center thereof.</p>
<p>Purposes. The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Georgia Non-Profit Corporation Act, to operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), to assist with the establishment, development, and administration of public charter schools and community programs serving students, and to make grants to further elementary, middle, and high school educational programs and facilities and other capital needs for such schools providing elementary, middle, and high school educational programs through public charter schools, and other charitable</p>	<p>ARTICLE II AUTHORITY - Section 2.2. Purposes. The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Georgia Non-Profit Corporation Act, to operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), to assist with the establishment, development, and administration of public charter schools and community programs serving students, and to make grants to further elementary, middle, and high school educational programs and facilities and other capital needs for such schools providing elementary, middle, and high school educational</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>activities and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code issued pursuant thereto, as they now exist or as they may hereafter be amended.</p>	<p>programs through public charter schools, and other charitable activities and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code issued pursuant thereto, as they now exist or as they may hereafter be amended</p>
<p>Structure. The Corporation is organized under the laws of the State of Georgia, which does not have members within the meaning of the Georgia Nonprofit Corporate Code, GA. CODE § 14-3-101 (2001) (the “Georgia Code”). The Articles of Incorporation of the Corporation were filed in the office of the Secretary of State of the State of Georgia on December 28, 2004.</p>	<p>ARTICLE II AUTHORITY - Section 2.1. Structure. The Corporation is organized under the laws of the State of Georgia, which does not have members within the meaning of the Georgia Nonprofit Corporate Code, GA. CODE § 14-3-101 (2001) (the “Georgia Code”). The Articles of Incorporation of the Corporation were filed in the office of the Secretary of State of the State of Georgia on December 28, 2004.</p>
<p>Tax Exempt Status. The activities of the corporation at all times shall be conducted in a manner consistent with its status as an organization described under Section 501(c)(3) of the Internal Revenue Code exempt from federal income tax pursuant to Section 501(a) of the Internal Revenue Code and as a public charity described under Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code.</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.5. Tax Exempt Status. The activities of the corporation at all times shall be conducted in a manner consistent with its status as an organization described under Section 501(c)(3) of the Internal Revenue Code exempt from federal income tax pursuant to Section 501(a) of the Internal Revenue Code and as a public charity described under Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code.</p>
<p>Fiscal Year. The Board shall operate on a fiscal year from July 1 to June 30.</p>	<p>ARTICLE I ORGANIZATION - Section 1.8. Fiscal Year. The Board shall operate on a fiscal year from July 1 to June 30.</p>
<p>Offices. The offices of the Corporation shall be maintained at 1807 Memorial Drive SE, Atlanta, GA 30317, or located at such</p>	<p>ARTICLE I ORGANIZATION - Section 1.6. Offices. The offices of the Corporation shall be maintained at 1807 Memorial Drive</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
<p>place as the Board shall determine. The Corporation may have such other offices within the State of Georgia as the Board may determine or as the affairs of Corporation may require from time to time.</p>	<p>SE, Atlanta, GA 30317, or located at such place as the Board shall determine. The Corporation may have such other offices within the State of Georgia as the Board may determine or as the affairs of Corporation may require from time to time.</p>
<p>Registered Agent. The Corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose office is said registered office, as required by the Georgia Code. The registered office may, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Trustees in accordance with applicable law.</p>	<p>ARTICLE I ORGANIZATION - Section 1.7. Registered Agent. The Corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose office is said registered office, as required by the Georgia Code. The registered office may, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.</p>
<p>Governing Board. The Governing Board (the “Board”) shall have and exercise all powers conferred under these bylaws and in accordance with appropriate provisions of pertinent statutes of the State of Georgia relating to such organizations. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board’s direction by its Head of School and Chief Financial Officer.</p>	<p>ARTICLE I ORGANIZATION - Section 1.4. Governance Board. The Governance Board (the “Board”) shall have and exercise all powers conferred under these bylaws and in accordance with appropriate provisions of pertinent statutes of the State of Georgia relating to such organizations.</p>
<p>Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board’s direction.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.1. Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board’s direction.</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

Authority of Head of School. Notwithstanding the authority of the Board to set policies for the Corporation, the Board vests in the Head of School the authority to supervise all school administrative, teaching, and support staff; ensure that the Comprehensive Performance Framework goals are being met; facilitate and implement Board decisions; resolve disputes that may occur about compliance, finances, policy interpretation, curriculum, teaching practices, staffing, discipline; as well as address all other such matters that may arise from the day-to-day operation of the Corporation.

ARTICLE III GOVERNANCE BOARD - Section 3.8. Authority of Executive Staff. Notwithstanding the authority of the Board to set policies for the Corporation, the Board vests in the Head of Schools/Superintendent the authority to supervise all school administrative, teaching, and support staff; ensure that the Comprehensive Performance Framework goals are being met; facilitate and implement Board decisions; resolve disputes that may occur about compliance, finances, policy interpretation, curriculum, teaching practices, staffing, discipline; and the Chief Financial Officer to authority to oversee the annual operating budget; develop financial performance benchmarks; oversee the management the Company's financial assets; review and evaluate the Company's financial condition, review and evaluate internal financial controls and make recommendations; manage the Company's financial assets in order to determine the sufficiency and sustainability of the Company; as well as address all other such matters that may arise from the day-to-day operation of the Corporation.

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

<p>Authority of Chief Financial Officer. Notwithstanding the authority of the Board to set policies for the Corporation, the Board vests in the Chief Financial Officer the authority to oversee the annual operating budget; develop financial performance benchmarks; oversee the management the Corporation’s financial assets; review and evaluate the Corporation’s financial condition, review and evaluate internal financial controls and make recommendations; manage the Corporation’s financial assets in order to determine the sufficiency and sustainability of the Corporation; as well as address all other such matters that may arise from the day-to-day operation of the Corporation.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.8. Authority of Executive Staff. Notwithstanding the authority of the Board to set policies for the Corporation, the Board vests in the Head of Schools/Superintendent the authority to supervise all school administrative, teaching, and support staff; ensure that the Comprehensive Performance Framework goals are being met; facilitate and implement Board decisions; resolve disputes that may occur about compliance, finances, policy interpretation, curriculum, teaching practices, staffing, discipline; and the Chief Financial Officer to authority to oversee the annual operating budget; develop financial performance benchmarks; oversee the management the Company’s financial assets; review and evaluate the Company’s financial condition, review and evaluate internal financial controls and make recommendations; manage the Company’s financial assets in order to determine the sufficiency and sustainability of the Company; as well as address all other such matters that may arise from the day-to-day operation of the Corporation.</p>
<p>Dissolution. In the event of the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal</p>	<p>ARTICLE II AUTHORITY - Section 2.3. Dissolution. In the event of the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.</p>	<p>of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.</p>
---	--

<p>BOARD SERVICE Term of Office. A Board member may serve a maximum of two consecutive two-year terms for a total of four years. After the fourth consecutive year, a Board member shall leave the Board for at least one year and then may be reelected in accordance with Articles and Sections regarding “Nomination of Board Members” and “Election of Board Members”.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.2. Term of Office. A Board member may serve a maximum of two consecutive two-year terms for a total of four years. After the fourth consecutive year, a Board member must rotate off the Board for at least one year and then may be reelected in accordance with Article III, Sections 3.3, 3.4, 3.5, and 3.6.</p>
---	--

<p>Number of Board Members. The number of Board members may at any time be increased to no more than 9 and decreased to no fewer than 5 by a two-thirds majority vote of sitting members of the Board. The Board shall maintain an odd number of members for voting purposes. The number of members may be increased or decreased from time to time by resolution of the Board, provided that no decrease in the number of members shall have the effect of shortening the term of any incumbent Board member and provided further that the number of Board members shall never be less than five.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.3. Number of Board Members. The number of Board members may at any time be increased to no more than 9 and decreased to no fewer than 5 by a two-thirds majority vote of sitting members of the Board. The Board shall maintain an odd number of members for voting purposes. The number of members may be increased or decreased from time to time by resolution of the Board, provided that no decrease in the number of members shall have the effect of shortening the term of any incumbent Board member and</p>
---	--

IVY PREPARATORY ACADEMY - Bylaws Line-by-Line Crosswalk - PREPARED BY LEADright
BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

	provided further that the number of Board members shall never be less than five.
<p>Board and Committee Qualifications. Board members shall be natural persons who are 18 years of age or older but need not be residents of the State of Georgia unless the Articles of Incorporation or the provisions of the Internal Revenue Code (or the regulations adopted pursuant thereto) so require. When selecting a slate of nominees, the Governance Committee will give particular consideration to individuals who the Board considers to be representative of the communities served by the charter school and who have diverse backgrounds and qualifications, including without limitation experience/expertise in finance and/or accounting, business, education, law, and non-profit and community leadership.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.4. Qualifications. Board members shall be natural persons who are 18 years of age or older but need not be residents of the State of Georgia unless the Articles of Incorporation or the provisions of the Internal Revenue Code (or the regulations adopted pursuant thereto) so require. When selecting a slate of nominees, particular consideration shall be given to individuals who the Board consider to be representative of the communities served by the public charter school network and who have diverse backgrounds and qualifications, including without limitation experience/expertise in finance and/or accounting, business, education, law, and non-profit and community leadership.</p>
<p>Recruitment of Board Members. Prospective board members shall be recruited from board member candidate banks, as a result of social media, postings, personal connections, and word of mouth.</p>	<p>Source: Current Board Recruiting Process: https://docs.google.com/document/d/1FsiZ_74NjdoliInI5K8c_V5osqfZSYvHpV6xcFjToZ0/edit?usp=sharing</p>
<p>Vetting of Prospective Board Members. In order to ensure the selection of board members capable of fulfilling their duties to Corporation, all prospective board members shall be vetted in advance of their selection and appointment, to include:</p> <ul style="list-style-type: none"> • Annual Background check (consistent with that required of all Corporation staff, vendors, and volunteers) • Personal reference checks 	

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

Identifying, Nominating, and Electing Board Members. The process includes four phases: interest, candidacy, pre-election, and member-elect:

Interest Phase: complete an application to include a résumé and a bio to be reviewed by the governance committee. The governance committee shall review and vet dossiers of interested individuals. Vetted individuals shall be invited to attend meetings according to interests.

Candidacy Phase: individuals interested in committee service shall attend at least one committee meeting; individuals interested in board service shall attend at least one committee meeting and at least one board meeting. Candidates for board and committee service shall interview with the Board Chair and other current members, schedules permitting. The Board Chair and the governance committee chair shall discuss each individual at the candidacy phase and the governance committee shall prepare a slate of candidates for board consideration.

Pre-election Phase: The Board shall consider a slate of candidates during a regularly scheduled meeting, or at any such publicly noticed meeting as determined by the Board. Candidates for service may attend the board meeting.

ARTICLE III GOVERNANCE BOARD - Section 3.5.

Nomination of Board Members. A designated committee will compile and submit to the Board a slate of candidates for Board membership and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named.

ARTICLE III GOVERNANCE BOARD - Section 3.6. Election of Board Members. Board members shall be elected by the Board at any meeting when there is an expiring term from a slate of nominees nominated and vetted by the designated committee.

Source: Current Board Recruiting Process:

https://docs.google.com/document/d/1FsiZ_74NjdoliInl5K8c_V5osqfZSYvHpV6xcFjToZ0/edit?usp=sharing

IVY PREPARATORY ACADEMY - Bylaws Line-by-Line Crosswalk - PREPARED BY LEADright
BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p><i>Member-elect Phase:</i> newly elected board members, prior to attending their first board meeting as elected members, may participate in a new member onboarding and orientation process as determined and developed by the Board. During this process, the new board members will sign key documents prior to joining the Board, including but not limited to:</p> <ul style="list-style-type: none"> • Annual Conflict of Interest disclosure • Annual board member Code of Ethics form 	
<p>Duty to Disclose Conflicts of Interest. In connection with any actual or possible conflicts of interest, any Board member, Officer, or member of a committee with Board-delegated powers must disclose the existence of a direct or indirect financial interest and all material facts relating thereto to the Board. Board Members will sign a conflict of interest policy at the beginning of each school year affirming unconflicted loyalty to the interest of Corporation.</p>	<p>ARTICLE IX CONFLICTS OF INTEREST -Section 9.2. Duty to Disclose. In connection with any actual or possible conflicts of interest, any Board member, Officer, or member of a committee with Board-delegated powers must disclose the existence of a direct or indirect financial interest and all material facts relating thereto to the Board.</p> <p>ARTICLE IX CONFLICTS OF INTEREST - Section 9.3 Conflict of Interest Policy. Each Board Member will sign a conflict of interest policy at the beginning of each school year affirming his or her unconflicted loyalty to the interest of Corporation.</p>
<p>Rights and Responsibilities. All Board members shall have identical rights and responsibilities as expressed in the bylaws, board policies, and the Annual Affirmation and Statement of Commitment. All Board members shall serve the Corporation with the highest degree of undivided duty, loyalty, and care; and, shall undertake no enterprise to profit personally from their</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.7. Rights and Responsibilities. All Board members shall have identical rights and responsibilities. All Board members shall serve the Corporation with the highest degree of undivided duty, loyalty, and care; and, shall undertake no enterprise to profit personally from their position with the Corporation. Board members shall</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>position with the Corporation. Board members shall affirm personal belief and dedication to the ideals of the Corporation, attend its meetings and functions, contribute financially to the Corporation, actively participate in fundraising activities, and maintain active membership on at least one Board committee. All participants in Board work are bound by the Corporation’s Norms, Code of Conduct, Conflicts of Interest, and Confidentiality policy statements. The Board shall have the discretion to hire and terminate the Head of School and the Chief Financial Officer, who shall be responsible for carrying out the daily, academic and financial management and operations of the Corporation in accordance with policies established from time to time by the Board.</p>	<p>affirm personal belief and dedication to the ideals of the Corporation, attend the schools meetings and functions, contribute financially to the Corporation, actively participate in fundraising activities, and maintain active membership on at least one Board committee. All participants in Board work are bound by the Corporation’s Code of Conduct, Conflicts of Interest, and Confidentiality policy statements. The Board shall have the discretion to hire and terminate the Head of Schools/Superintendent and the Chief Financial Officer, who shall be responsible for carrying out the daily, academic and financial management and operations of the Corporation in accordance with policies established from time to time by the Board.</p>
<p>Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devises. No Board member, Officer, or member of a committee with Board-delegated powers, nor staff member, may accept any consideration, gift, gratuity, monetary reward or financial benefit in the performance of their duties. Exceptions shall be award monies associated with academic competitions and hospitality given by persons and organizations doing business with the Corporation provided that the value of such hospitality does not exceed \$100 per person in each instance.</p>	<p>ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.5. Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devises.</p> <p>ARTICLE IX CONFLICTS OF INTEREST - Section 9.8. Gifts. No Board member, Officer, or member of a committee with Board-delegated powers, nor staff member, may accept any consideration, gift, gratuity, monetary reward, or financial benefit in the performance of their duties. Exceptions shall be award monies associated with academic competitions and hospitality given by persons and organizations doing business with the Corporation provided that the value of such hospitality does not exceed \$100 per person in each instance.</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>Salaries, Compensation, and Honoraria. Neither board members nor members of a board committee shall receive any salary, compensation, or honorarium for their services. Furthermore, board officers shall not receive any salary, compensation, or honorarium for services rendered as officers of the Corporation. From time to time the Chair of the Board may propose to reimburse Board members for select expenses incurred by them in carrying out their duties as Board members. Said reimbursement must be voted on by the Board.</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.8. Compensation. Board members or members of a Board committee shall not receive any salary, compensation, or honorarium for their services. From time to time the Chair of the Board may propose to reimburse Board members for select expenses incurred by them in carrying out their duties as Board members. Said reimbursement must be voted on by the Board.</p>
<p>Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of one month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform services in the following order:</p> <p><i>Chair Vacancy:</i> The Vice-Chair shall perform the services of the Chair for the unexpired portion of the term. <i>All Other Vacancies:</i> In the event that the office of Vice-Chair, Secretary, or Treasurer becomes vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Board can be held.</p>	<p>ARTICLE IV OFFICERS - Section 4.7. Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of one month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform services in the following order:</p> <p><i>Chair Vacancy:</i> The Vice-Chair shall perform the services of the Chair for the unexpired portion of the term. <i>All Other Vacancies:</i> In the event that the office of Vice-Chair, Secretary, or Treasurer becomes vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Board can be held.</p>
<p>Vacancies. Vacancies occurring in an elected membership, however caused, shall be filled as soon as practicable by</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.9. Vacancies. Vacancies occurring in an elected membership, however caused,</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>election in accordance with the Bylaws of the Corporation. A Board member elected to fill a vacancy shall hold that office for the remainder of the predecessor’s term. Any newly created Board membership—and any vacancies of the Board arising at any time and from any cause—may be filled at any meeting of the Board by a majority of the Board members at any meeting in which a quorum is present. However, if the number of Board members then in office is less than a quorum, the vacancies shall be filled by the affirmative vote of (a) a majority of the Board members then in office or (b) a sole remaining Board member. A Board member so elected shall serve until the end of the fiscal year and until a successor is qualified and elected. Should a vacancy occur on the Board, the Board shall seek nominations from the remaining Board members, school staff, and the parents/legal guardians within 30 days after the vacancy occurs. The Governance Committee is responsible for managing the Board nominating and selection process for adding replacement Board members. The Board will review all nominees and will select replacement Board member(s) by an affirmative vote of a majority of the members of the Board at an open meeting within 45 days after the vacancy occurs.</p>	<p>shall be filled as soon as practicable by election in accordance with Article III, Sections 3.3, 3.4, 3.5, and 3.6. herein. A Board member elected to fill a vacancy shall hold that office for the remainder of the predecessor’s term. Any newly created Board membership—and any vacancies of the Board arising at any time and from any cause—may be filled at any meeting of the Board by a majority of the Board members at any meeting in which a quorum is present. However, if the number of Board members then in office is less than a quorum, the vacancies shall be filled by the affirmative vote of (a) a majority of the Board members then in office or (b) a sole remaining Board member. A Board member so elected shall serve until the next annual meeting and until a successor is qualified and elected. Should a vacancy occur on the Board, the Board shall seek nominations from the remaining Board members, school staff, and the parents/legal guardians within 30 days after the vacancy occurs. The Governance Committee is responsible for managing the Board nominating and selection process for adding replacement Board members. The Board will review all nominees and will select replacement Board member(s) by an affirmative vote of a majority of the members of the Board at an open meeting within 45 days after the vacancy occurs.</p>
<p>Resignation or Removal of Board Members. A Board member of the Corporation may resign at any time by tendering a resignation in writing to the Chair of the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. A resignation tendered thusly</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.10. Resignation or Removal of Board Members. A Board member of the Corporation may resign at any time by tendering a resignation in writing to the Chair of the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>by a member does not require Board action. The Board may remove a Board member by the vote of a two-thirds majority of the Board at a special meeting called for that purpose, or at a regular meeting, called in accordance with the provisions of the Georgia Open Meetings Act. The Board may remove any Board member who:</p> <ol style="list-style-type: none"> 1. Has been declared of unsound mind by a final order of court; 2. Has been convicted of a felony, or a misdemeanor involving moral turpitude; 3. Has been found by a final order or judgment of any court to have breached any duty imposed by Georgia Law; 4. Have not fulfilled duties or otherwise violated duties which may tarnish or diminish the reputation or standing of the Corporation in the community; 5. Has failed to attend three meetings Board meetings, or 6. For such other good causes as the Board may determine. 	<p>at its principal place of business. The Board may remove a Board member by the vote of a two-thirds majority of the Board at a special meeting called for that purpose, or at a regular meeting, called in accordance with the provisions of the Georgia Open Meetings Act. The Board may remove any Board member who:</p> <ol style="list-style-type: none"> 1. Has been declared of unsound mind by a final order of court; 2. Has been convicted of a felony, or a misdemeanor involving moral turpitude; 3. Has been found by a final order or judgment of any court to have breached any duty imposed by Georgia Law; 4. Has not met annual financial contributions as agreed upon and outlined; 5. Have not fulfilled duties or otherwise violated duties which may tarnish or diminish the reputation or standing of the Corporation in the community; 6. Has failed to attend three meetings (Committee of the Whole and Board meetings), or 7. For such other good causes as the Board may determine.
--	--

<p>OFFICERS Officers. The Corporation shall have the following officers Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, provided that</p>	<p>ARTICLE IV OFFICERS - Section 4.1. Officers. The Corporation shall have the following officers Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, provided that no individual</p>
---	--

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>no individual may act in more than one capacity where action of two or more officers is required. Officers need not be United States citizens or residents of the State of Georgia. The failure to elect an officer shall not affect the existence of the Corporation.</p>	<p>may act in more than one capacity where action of two or more officers is required. Officers need not be United States citizens or residents of the State of Georgia. The failure to elect an officer shall not affect the existence of the Corporation.</p>
<p>Chair. The Chair of the Board shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board. The Chair shall act as a duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The Chair shall sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authority to execute and has approved such execution, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed .The Chair shall hold each member and officer of Board members accountable for responsibilities and duties that promote the improvement of the Corporation, scholars, and staff. If or when a Board member or officer fails to meet duties, the Chair shall document concerns or incidents and make recommendations for next steps or actions to resolve said concerns or incidents. These steps may include, but are not limited to: meeting, verbal warning, written warning or call for resignation or dismissal from the Board. Other members or officers of the Board must also follow the same process if the Board Chair fails to meet said duties and responsibilities.</p>	<p>ARTICLE IV OFFICERS - Section 4.2. Chair. The Chair of the Board shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board. The Chair shall act as a duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The Chair shall sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authority to execute and has approved such execution, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair shall hold each member and officer of Board members accountable for responsibilities and duties that promote the improvement of the Corporation, scholars, and staff. If or when a Board member or officer fails to meet duties, the Chair shall document concerns or incidents and make recommendations for next steps or actions to resolve said concerns or incidents. These steps may include, but are not limited to: meeting, verbal warning, written warning or call for resignation or dismissal from the Board. Other members or officers of the Board must also follow the same process if the Board Chair fails to meet said duties and responsibilities.</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

Vice-Chair. The Vice-Chair shall act in the place and stead of the Chair in the event of the Chair's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board. The Vice-Chair shall perform such other duties as may be prescribed by the Board.

ARTICLE IV OFFICERS - Section 4.3. Vice-Chair. The Vice-Chair shall act in the place and stead of the Chair in the event of the Chair's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board. The Vice-Chair shall perform such other duties as may be prescribed by the Board.

Secretary. The Secretary shall: (a) keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct a book 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 these Bylaws and the Georgia Open Meetings Act; and (d) have such other powers and perform such other duties as the Board may prescribe. The Secretary of the Board shall comply with all record-keeping policies as defined by the Georgia Secretary of State and required these Bylaws. In addition to these requirements, the Secretary shall prepare for approval by the Board guidelines for the destruction of records in keeping with any policies of the Georgia Secretary of State. This policy document shall include prohibitions against the destruction of documents that may be required in litigation. The document shall also provide clear guidelines for all employees of the Corporation about the retention or destruction of electronic communications such as

ARTICLE IV OFFICERS - Section 4.4. Secretary. The Secretary shall: (a) keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct a book 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 these Bylaws and the Georgia Open Meetings Act; and (d) have such other powers and perform such other duties as the Board may prescribe.e.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep the minutes of the proceedings of its Board and committees of the Board and in compliance with the Georgia Open and Public Meetings Law, O.C.G.A § 50-14-1 et seq. Any books, records and minutes may be in written form or in any

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

voice mail and electronic mail records. The Secretary shall be informed and shall keep the board abreast of these matters.

other form capable of being converted into written form within a reasonable time.

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 Board member; (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 designated; (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. The Treasurer shall appoint an independent auditor to annually review all financial transactions of the Corporation. Said auditor shall be selected and approved by the Board's Finance Committee and compensated appropriately. The Finance Committee shall select a new auditor no less than every three years. The Corporation shall keep correct and complete books and records of account and shall keep the minutes of the proceedings of its Board and committees of the Board and in compliance with the Georgia Open and Public Meetings Law, O.C.G.A § 50-14-1 et seq. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a

ARTICLE IV OFFICERS - Section 4.5. 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 Board member; (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 designated; (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. The Treasurer shall appoint an independent auditor to annually review all financial transactions of the Corporation. Said auditor shall be selected and approved by the Board's Finance Committee and compensated appropriately. The Finance Committee shall select a new auditor no less than every three years.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to

IVY PREPARATORY ACADEMY - Bylaws Line-by-Line Crosswalk - PREPARED BY LEADright
BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>reasonable time. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select. Not later than two months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Board member. The Secretary shall be informed and shall keep the board abreast of these matters.</p>	<p>the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.</p>
<p>Other Officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.</p>	<p>ARTICLE IV OFFICERS - Section 4.6. Other Officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.</p>
<p>Other Agents The Board may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine.</p>	

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

<p>FINANCIAL STEWARDSHIP, RISK MANAGEMENT AND INDEMNIFICATION Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and all regulations issued under such sections and provisions.</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.6. Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and all regulations issued under such sections and provisions.</p>
<p>Financial Statements. Not later than two months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Board member.</p>	<p>ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.7. Financial Statements. Not later than two months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of the operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Board member.</p>
<p>Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or</p>	<p>ARTICLE VI INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS - Section 6.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>arising out of this person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.</p>	<p>against any liability asserted against him and incurred by him in any such capacity or arising out of this person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.</p> <p>ARTICLE XII MISCELLANEOUS - Section 12.2. Insurance. To the extent permitted by Georgia law, the Corporation may purchase liability insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation.</p>
<p>Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.</p>	<p>ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.</p>
<p>Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.</p>	<p>ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.</p>
<p>Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such</p>	<p>ARTICLE VIII CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS - Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>manner as shall from time to time be determined by resolution of the Board.</p>	<p>Corporation and in such manner as shall from time to time be determined by resolution of the Board.</p>
<p>Contracts, Invoices, Approvals, and Authorizations. The Executive Assistant to the Head of School shall open mail and shall direct all invoices received to the Chief Financial Officer who will verify and catalog such invoices for approval by the Head of School. The Head of School is authorized by the Board to sign all checks for invoices up to the amount of \$10,000 provided that such invoices are for items in the approved budget. For amounts greater than \$10,000 or for items not contained in the approved budget, the written authorization of both the Chair and Treasurer is required. Approvals transmitted via electronic mail are sufficient for these approvals provided that printed copies are filed with the financial records of the Corporation. All contracts entered into by the Head of School that obligate the Corporation in amounts above \$10,000 require the written approval of the Chair and the Treasurer</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.1. Contracts, Invoices, Approvals, and Authorizations. The Executive Assistant to the Head of Schools/Superintendent shall open mail and shall direct all invoices received to the Chief Financial Officer who will verify and catalog such invoices for approval by the Head of Schools/Superintendent. The Head of Schools/Superintendent is authorized by the Board to sign all checks for invoices up to the amount of \$10,000 provided that such invoices are for items in the approved budget. For amounts greater than \$10,000 or for items not contained in the approved budget, the written authorization of both the Chair and Treasurer is required. Approvals transmitted via electronic mail are sufficient for these approvals provided that printed copies are filed with the financial records of the Corporation. All contracts entered into by the Head of Schools/Superintendent that obligate the Corporation in amounts above \$10,000 require the written approval of the Chair and the Treasurer.</p>
<p>Destruction of Records. The Secretary of the Board shall comply with all record-keeping policies as defined by the Georgia Secretary of State and required by these Bylaws. In addition to these requirements, the Secretary shall prepare for approval by the Board guidelines for the destruction of records in keeping with any policies of the Georgia Secretary of State. This policy document shall include prohibitions against the destruction of documents that may be required in litigation. The</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.4. Destruction of Records. The Secretary of the Board shall comply with all record-keeping policies as defined by the Georgia Secretary of State and required by Article VIII, Sections 8.6 and 8.7. herein above. In addition to these requirements, the Secretary shall prepare for approval by the Board guidelines for the destruction of records in keeping with any policies of the Georgia Secretary of State. This policy document shall include prohibitions against</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>document shall also provide clear guidelines for all employees of the Corporation about the retention or destruction of electronic communications such as voice mail and electronic mail records.</p>	<p>the destruction of documents that may be required in litigation. The document shall also provide clear guidelines for all employees of the Corporation about the retention or destruction of electronic communications such as voice mail and electronic mail records.</p>
<p>Indemnification. The Corporation shall indemnify to the fullest extent permitted by law each of its officers, board member, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he is or is threatened to be made a party because he is or was a board member, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such board member, officer, employee or agent may be entitled.</p>	<p>ARTICLE VI INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS - Section 6.1. Indemnification. The Corporation shall indemnify to the fullest extent permitted by law each of its officers, board member, whether or not then in office (and his executor, administrator and/or heirs) or any person who may have served at its request as a board member or officer, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which officer or board member is or is threatened to be made a party because he is or was a board member, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. The officer or board member shall have no right to reimbursement, however, in relation to matters as to which the officer or board member has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of duties to the Corporation. The foregoing right of indemnification shall be in addition to and not</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

	<p>exclusive of all other rights to which such board member, officer, employee, or agent may be entitled.</p>
<p>Authority to Indemnify. Except as provided in subsections A and B of this Section, the Corporation shall indemnify an individual made a party to a proceeding because such individual is or was a board member against liability incurred in the proceeding, if such board member acted in a manner such board member believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, such board member had no reasonable cause to believe the conduct was unlawful.</p> <p>A. the Corporation may not indemnify a board member under this Section: (1) In connection with a proceeding by or in the right of the Corporation in which the board member was adjudged liable to the Corporation; or (2) In connection with any other proceeding in which the board member was adjudged liable on the basis that personal benefit was improperly received by the board member.</p> <p>B. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding. Unless otherwise provided in the Articles of Incorporation, to the extent that a board member has been successful, on the merits or otherwise, in the defense of any proceedings to which the board member was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a board member of the Corporation, the Corporation shall</p>	<p>ARTICLE VII INDEMNIFICATION - Section 7.1. Authority to Indemnify. Except as provided in subsections A and B of this Section 7.1, Ivy Prep shall indemnify an individual made a party to a proceeding because such individual is or was a board member against liability incurred in the proceeding, if such board member acted in a manner such board member believed in good faith to be in or not opposed to the best interests of Ivy Prep and, in the case of any criminal proceeding, such board member had no reasonable cause to believe the conduct was unlawful.</p> <p>A. Ivy Prep may not indemnify a board member under this Section 7.1: (1) In connection with a proceeding by or in the right of Ivy Prep in which the board member was adjudged liable to Ivy Prep; or (2) In connection with any other proceeding in which the board member was adjudged liable on the basis that personal benefit was improperly received by the board member.</p> <p>B. Indemnification permitted under this Section 7.1 in connection with a proceeding by or in the right of Ivy Prep is limited to reasonable expenses incurred in connection with the proceeding. Unless otherwise provided in the Articles of Incorporation, to the extent that a board member has been successful, on the merits or otherwise, in the defense of any proceedings to which the board member was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a board member of Ivy Prep, Ivy Prep shall indemnify the board</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>indemnify the board member against reasonable expenses incurred by the board member in connection therewith.</p>	<p>member against reasonable expenses incurred by the board member in connection therewith.</p>
<p>Mandatory Indemnification. Unless otherwise provided in the Articles of Incorporation, to the extent that a board member has been successful, on the merits or otherwise, in the defense of any proceedings to which the board member was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a board member of the Corporation, the Corporation shall indemnify the board member against reasonable expenses incurred by the board member in connection therewith.</p>	<p>ARTICLE VII INDEMNIFICATION - Section 7.2 Mandatory Indemnification. Unless otherwise provided in the Articles of Incorporation, to the extent that a board member has been successful, on the merits or otherwise, in the defense of any proceedings to which the board member was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a board member of Ivy Prep, Ivy Prep shall indemnify the board member against reasonable expenses incurred by the board member in connection therewith.</p>
<p>Board Member Expense as a Witness. This section does not limit the Corporation's power to pay or reimburse expenses incurred by a board member in connection with such board member's appearance as a witness in a proceeding at a time when such board member has not been made a named defendant or respondent to the proceeding.</p>	<p>ARTICLE VII INDEMNIFICATION -Section 7.5 Trustee's Expense as a Witness. This Article 7 does not limit Ivy Prep's power to pay or reimburse expenses incurred by a board member in connection with such board member's appearance as a witness in a proceeding at a time when such board member has not been made a named defendant or respondent to the proceeding.</p>

<p>COMMITTEES OF THE BOARD Committees. In addition to the requirements of Georgia's Open Meeting Laws and Section 3.10, the Board may designate from among its members standing committees, each consisting of one or more Board members. The Board may designate one or</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.1. Committees. In addition to the requirements of Georgia's Open Meeting Laws and Section 3.10, the Board may designate from among its members standing committees, each consisting of one or more Board members. The Board may designate one or</p>
--	--

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

more Board member as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Board may appoint members of the community—with the exception of parents and guardians of current scholars—to serve as voting members of any Board committee. The Chair shall appoint the Chair of each committee, except of the Governance Committee which shall select its own Chair. Committee members shall maintain minutes of each meeting and shall record minutes in a cloud-based platform for ease of public distribution. Such committees shall have all the powers delegated by the Board except that no committee shall have the power to:

- authorize distributions,
- approve or recommend to the Board the dissolution, merger, or the sale, pledge or transfer of all or substantially all of Corporation’s assets,
- elect, appoint, or remove Board members or fill vacancies on the Board or on any of its committees; or
- adopt, amend, or repeal the Corporation’s Articles of Incorporation or Bylaws.

Each committee and each member of each committee shall serve at the pleasure of the Board.

more Board member as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Chair shall appoint the Chair of each committee, except of the Governance Committee which shall select its own Chair. Committee members shall maintain minutes of each meeting and shall file copies of the minutes with the Secretary. Such committees shall have all the powers delegated by the Board except that no committee shall have the power to (a) authorize distributions, (b) approve or recommend to the Board the dissolution, merger, or the sale, pledge or transfer of all or substantially all of Corporation’s assets, (c) elect, appoint, or remove Board members or fill vacancies on the Board or on any of its committees; or (d) adopt, amend, or repeal the Corporation’s Articles of Incorporation or Bylaws. Each committee and each member of each committee shall serve at the pleasure of the Board.

Committee Membership. The Corporation explicitly allows and encourages the addition of non-board members to committees with the exception of the Executive committee, which is solely concerned with internal board matters. Committee membership brings greater expertise and diversity of perspective to committees, where much of the board’s work happens.

Source: Current Board Briefing Book:
https://drive.google.com/file/d/1-v_pkWvATAtuq8MTGwLUy532sXWiBX8r/view?usp=sharing

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>Committee members are considered full voting members of the committee on which they serve and are included in the quorum. Committee members must be considered by the Governance Committee before board ratification in a process that mirrors that of prospective board members. This is to ensure consistent treatment of possible candidates across committees, a fair and equitable approval process, and an ongoing balance of board and committee composition. Although committee membership can lead to board membership; in no way should committee members have the expectation of board membership.</p>	
<p>Executive Committee. By resolution adopted by a majority of the Board members in office, the Board may designate from among its members an executive committee, which shall consist of the Chair and Vice Chair, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of affairs of the corporation. However, the designation of such executive committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed upon it or the Board member by law.</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.2. Executive Committee. By resolution adopted by a majority of the Board members in office, the Board may designate from among its members an executive committee, which shall consist of two or more Board members, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of affairs of the corporation. However, the designation of such executive committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed upon it or the Board member by law.</p>
<p>Governance Committee. The Governance Committee shall be composed of two or more Board members recommended by the Chair and elected by the Board. The duties of the Governance Committee shall be to:</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.3. Governance Committee. The Governance Committee shall be composed of two Board members recommended by the Chair and elected by the Board at its annual meeting. The duties of the Governance Committee shall be (a) to study the qualifications of candidates and present a slate of the best qualified as nominees</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<ul style="list-style-type: none"> • study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Board member positions on the Board, • present a slate of nominees for Officers to the Board for election at the annual meeting, • recommend candidates to the Board to fill vacancies that arise outside the regular nominating process, • provide ongoing orientation and training to Board member, • ensure Board policies are being observed, • recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity, and • evaluate the overall performance of the board and individual board members, including monitoring the board’s adherence to all applicable federal, state, and district laws and policies. 	<p>for the vacant Board member positions on the Board, (b) to present a slate of nominees for Officers to the Board for election at the annual meeting, (c) to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process, (d) to provide ongoing orientation and training to Board member, (e) to ensure Board policies are being observed, (f) and to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity. The Governance Committee shall also be responsible for evaluating the overall performance of the board and individual board members, including monitoring the board’s adherence to all applicable federal, state, and district laws and policies.</p>
--	--

<p>Finance Committee. The Finance Committee shall be composed of two Board members recommended by the Chair and elected by the Board. The duties of the Finance Committee shall be to:</p> <ul style="list-style-type: none"> • prepare an annual budget for the Corporation in collaboration with the Head of School and Chief Financial Officer, • develop and annually revise a five-year financial forecast in collaboration with the Head of School and Chief Financial Officer, • commission an annual audit to be provided to the Board, • provide oversight of the procurement process, 	<p>Source: Current Board Briefing Book: https://drive.google.com/file/d/1-v_pkWvATAtuq8MTGwLUy532sXWiBX8r/view?usp=sharing</p>
--	---

BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

- review monthly financial statements and variances from budget, and recommend action to the Board, as appropriate
- create specific measurable board-level goals for the year as part of the full board planning process, and
- develop and implement a board-level training program to ensure that all members can be effective stewards of the corporation's financial resources.

Academic Committee. The Academic Committee shall be composed of two Board members recommended by the Chair and elected by the Board. The duties of the Academic Committee shall be to:

- define and continue to refine what academic excellence means for the Corporation,
- ensure that all Board members understand the key charter promises made to the community and to the authorizer.
- work with the Head of School to devise clear and consistent ways to measure progress towards stated goals,
- work with the Head of School to set annual academic achievement goals, to be presented to and approved by the board,
- work with the Head of School to share with the board annual successes, barriers to reaching academic excellence, and strategies to overcome these barriers,
- arrange for board training on issues related to academic oversight and academic achievement, as needed, and

Source: Current Board Briefing Book:

https://drive.google.com/file/d/1-v_pkWvATAtuq8MTGwLUy532sXWiBX8r/view?usp=sharing

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<ul style="list-style-type: none"> • create specific measurable board-level goals for the year as part of the full board planning process. 	
<p>Other Committees and Members. Other committees, each consisting of one or more Board members, not having and exercising the authority of the Board in the management of the Corporation, shall be established as required by law or may be designated by a resolution adopted by a majority of Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the Board. The Board may appoint members of the community—with the exception of parents and guardians of current scholars—to serve as voting members of any Board committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.5. Other Committees and Directors. Other committees, each consisting of one or more Board members, not having and exercising the authority of the Board in the management of the Corporation, shall be established as required by law or may be designated by a resolution adopted by a majority of Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the Board. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.</p>
<p>Advisory Council. The Governance Committee may appoint such persons as it reasonably deems necessary or desirable to act as the Advisory Council of the Corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the Corporation and his or her community standing will assist the Board in carrying out its function. The number of persons appointed to constitute the Advisory Council shall be determined in the sole discretion of the</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.4. Advisory Council. The Governance Committee may appoint such persons as it reasonably deems necessary or desirable to act as the Advisory Council of the Corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the Corporation and his or her community standing will assist the Board in carrying out its function. The number of persons appointed to constitute the</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>Board. It shall be the function and purpose of the Advisory Council to advise the Board on matters relating to the programming, partnerships, and community engagement work of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation shall undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.</p>	<p>Advisory Council shall be determined in the sole discretion of the Board. It shall be the function and purpose of the Advisory Council to advise the Board on matters relating to the fundraising, programming, partnerships, and community engagement work of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation shall undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.</p>
<p>Term of Office for Committee and Council Members. Unless otherwise specified by resolution of the Board, members of each committee or council shall continue in office for once academic year and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.6. Committee and Council Members' Term of Office. Unless otherwise specified by resolution of the Board, members of each committee or council shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation, or removal as committee members.</p>
<p>Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering said resignation in writing to the Chair of the Board. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three consecutive meetings of the committee or council.</p>	<p>ARTICLE V COMMITTEES OF THE BOARD - Section 5.7. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering said resignation in writing to the Chair of the Board. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three consecutive meetings of the committee.</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

<p>GOVERNING BOARD MEETINGS Meeting Notice. Notice of all regular meetings of the Board will be prepared in compliance with Georgia’s Open Meeting Laws. Notice of the time and place of each special meeting of the Board, and, to the extent possible a written agenda stating all matters upon which action is proposed, shall be delivered to each Board member by electronic mail at least 24 hours before the special meeting is held. the vacancy occurs. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any member or officer, it shall not be construed to require personal notice; rather, such notice may be given, unless otherwise required by these Bylaws, either (1) personally, (2) by depositing the same in a post office box in a prepaid envelope, or (3) by electronic mail; in the case of electronic or first class mail, the notice shall be addressed to such member or officer at the proper address as the same appears in the records of the Corporation.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.12. Meeting Notice. Notice of all regular meetings of the Board will be prepared in compliance with Georgia’s Open Meeting Laws. Notice of the time and place of each special meeting of the Board, and, a written agenda stating all matters upon which action is proposed, shall be delivered to each Board member by first-class mail, electronic mail, or private carrier, and received at least two days before the special meeting is held. Notice of a meeting need not be given to any Board member who submits a signed waiver of notice whether before or after the meeting to the Corporation for including in the minutes or filing with Board records. A Board member’s attendance at or participation in a meeting also waives any required notice to the Board member of the meeting unless the Board member, promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not hereafter vote for or assent to action taken at the meeting.</p>
<p>Meetings of the Board. All meetings of the Board and its committees are subject to the Georgia Open and Public Meetings Law, O.C.G.A § 50-14-1, and notice of meetings shall be provided as required therein.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.11. Meetings of the Board. All meetings of the Board and its committees are subject to the Georgia Open and Public Meetings Law, O.C.G.A</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

	§ 50-14-1, and notice of meetings shall be provided as required therein.
Regular Meetings. The Board shall meet at least ten times each year, including the annual meeting.	ARTICLE III GOVERNANCE BOARD - Section 3.15. Regular Meetings. The Board shall meet at least ten times each year, including the annual meeting, each such meeting being approximately one month from the date of the previous regular or annual meeting.
Annual Meetings or Board Retreat. An annual meeting or retreat shall be held once each fiscal year.	ARTICLE III GOVERNANCE BOARD - Section 3.13. Annual Meetings. The annual meeting of the Board shall be held in April or May of each year, unless the Chair, or the Board by resolution, provide for a different time and place for the holding of such annual meetings.
Special Meetings. Special meetings of the Board may be called at any time by the Chair. Further, special meetings of the Board must be called by the Chair within 14 days of receipt of a written request of any two or more Board members. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.	ARTICLE III GOVERNANCE BOARD - Section 3.14. Special Meetings. Special meetings of the Board may be called at any time by the Chair. Further, special meetings of the Board must be called by the Chair within 14 days of receipt of a written request of any two or more Board members. Written notice of special meetings shall be given to each Board member not less than two days prior to such meeting. The notice shall set forth the time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice or waiver thereof.
Virtual Meetings. To the extent permissible by law, Board members may participate in and hold a regular or special meeting by, or conduct the meeting through the use of, any	ARTICLE III GOVERNANCE BOARD - Section 3.16. Virtual Meetings. To the extent permissible by law, Board members may participate in and hold a regular or special meeting by, or

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>means of communication by which all participating in the meeting may simultaneously hear and speak with each other during the meeting. Participation in such meeting by these means shall constitute presence in person at a meeting. Such meetings are subject to the Georgia Open and Public Meetings Law, O.C.G.A § 50-14-1, and notice of meetings shall be provided as required therein.</p>	<p>conduct the meeting through the use of, any means of communication by which all participating in the meeting may simultaneously hear and speak with each other during the meeting. Participation in such meeting by these means shall constitute presence in person at a meeting. Such meetings are subject to the Georgia Open and Public Meetings Law, O.C.G.A § 50-14-1, and notice of meetings shall be provided as required therein.</p>
<p>Rules of Order. Except where they may be in conflict with the bylaws of the Corporation, the rules of order in the current edition of Robert’s Rules of Order shall govern the conduct of all meetings of the Board. On all matters where the board. On all matters where the board and its bylaws, policies, and procedures are silent, Robert’s Rules of Order shall apply.</p>	<p>ARTICLE III GOVERNANCE BOARD - Section 3.17. Rules of Order Except where they may be in conflict with the bylaws of the Corporation, the rules of order in the current edition of Robert’s Rules of Order shall govern the conduct of all meetings of the Board.</p>
<p>Meeting Norms. Board members commit to being. Specifically, board members will BE...</p> <ol style="list-style-type: none"> 1. Prepared. Participate in meetings having read and processed meeting materials; knowing, understanding, and revising board policies and procedures; and focusing on the role and responsibility of the board to govern and provide financial stewardship. 2. Proactive. Anticipate challenges and opportunities and respond to requests and questions from board members and school leadership in a timely manner. 3. Punctual. Begin and end meetings on time. 	<p>Source: Current Board Briefing Book: https://drive.google.com/file/d/1BLYMwM6DI9xymIce6HbUb8gdeMSI0GJ9/view?usp=sharing</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>4. Present. Fully engage in meetings with limited distractions.</p> <p>5. Personable. Interact with other board members, school leadership, and members of the community with grace and professionalism.</p> <p>6. Principled. Work within the school community with transparency and efficiency without ethical challenges and conflicts of interest, or the appearance thereof.</p> <p>7. Proficient. Pursue ongoing board training and development to increase and enhance governance skills.</p> <p>8. Passionate. Advocate for the school and its leadership, staff, and scholars encouraging and providing academic and financial support.</p>	
<p>Quorum and Action of the Board. A majority of all the Board members must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Board members present at a meeting at which a quorum is present shall be necessary for an action of the Board. A majority of the Board members present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Board members who were not present at the time of adjournment. A two-thirds majority vote of the Board members shall be necessary for all actions by the Board relating to the following:</p> <ul style="list-style-type: none"> ● Appointment of the Head of School or Chief Financial Officer 	<p>ARTICLE III GOVERNANCE BOARD - Section 3.18. Quorum and Action of the Board. A majority of all the Board members must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Board members present at a meeting at which a quorum is present shall be necessary for an action of the Board. A majority of the Board members present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Board members who were not present at the time of adjournment. A two-thirds majority vote of the Board members shall be necessary for all actions by the Board relating to the following:</p> <ul style="list-style-type: none"> ● Appointment of the Head of Schools/Superintendent and/or Chief Financial Officer

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<ul style="list-style-type: none"> ● Termination of the Head of School or Chief Financial Officer ● Approval of annual and amended budgets ● Acquisition, financing, and sale of real estate and facilities ● Removal of a Board member ● Adoption of an amendment to the Articles of Incorporation or the Bylaws; Organization of a subsidiary or affiliate by the Corporation; and ● Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation. 	<ul style="list-style-type: none"> ● Termination of the Head of Schools/Superintendent and/or Chief Financial Officer ● Approval of annual and amended budgets ● Acquisition, financing, sale of real estate and facilities ● Removal of a Board member ● Adoption of an amendment to the Articles of Incorporation or the Bylaws; Organization of a subsidiary or affiliate by the Corporation; and ● Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.
---	---

<p>Recording and Posting Board Meeting Minutes: The Board Secretary or designee shall record minutes of board meetings and to make minutes available to the public for inspection in compliance with the Georgia Open Meetings Act. The minutes must contain the names of the members present at the meeting (reflecting the names of those who arrive late and depart the meeting early), a description of each motion or other proposal made, a record of all votes (including the names of those making motions and seconding motions), the start and end times of each meeting. A summary of the meeting and all actions taken must be posted to the school’s website within 48 hours of the meeting. Approved meeting minutes must be posted to the school’s website immediately after the board meeting where they were approved (Minutes must be released after approval; draft, unapproved minutes may be released as soon as the meeting</p>	<p>LEGAL REFERENCE: https://law.georgia.gov/key-issues/open-government</p>
--	---

IVY PREPARATORY ACADEMY - Bylaws Line-by-Line Crosswalk - PREPARED BY LEADright
BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>has ended). The attendance of board committee members, board staff, school staff, meeting presenters, and special guests may be noted in the minutes.</p>	
<p>Recording and Posting Board Committee Meeting Minutes: The committee Secretary or designee shall record minutes of committee meetings and to make minutes available to the public for inspection in compliance with the Georgia Open Meetings Act. The minutes must contain the names of the members present at the committee meeting (reflecting the names of those who arrive late and depart the meeting early), a description of each motion or other proposal made, a record of all votes (including the names of those making motions and seconding motions), the start and end times of each committee meeting. A summary of the committee meeting and all actions taken must be posted to the school’s website within 48 hours of the meeting. The attendance of board members who are not members of specific committees, board staff, school staff, committee presenters, and special guests may be noted in the minutes.</p>	<p>LEGAL REFERENCE: https://law.georgia.gov/key-issues/open-government</p>

<p>CONFLICTS OF INTEREST Inquiry into Self-Dealing Transactions. If the Board or its committees is made aware that a proposed action could constitute a Self-Dealing Transaction, it shall first conduct</p>	<p>ARTICLE IX CONFLICTS OF INTEREST -Section 9.4. Inquiry into Self-Dealing Transactions. If the Board or its committees is made aware that a proposed action could constitute a Self-Dealing Transaction, it shall first conduct appropriate inquiry</p>
---	--

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

appropriate inquiry before entering into such action. “Self Dealing Transaction” means any transaction having the School as one party and one or more of the following among the other proposed parties to the transaction:

- A. Board members, Officers, or employees of the Corporation or school management company, or blood or marital relations of any of them;
- B. An entity in which a Board member, Officer, or employee of the Corporation or school management company, or blood or marital relation of any of them, holds a significant ownership or investment interest;
- C. An entity which employs or otherwise compensates a Board member, Officer or employee of the Corporation or school management company, or employs or compensates a blood or marital relation; and/or
- D. Any entity which has, as a Board member, Officer, or employee of the Corporation or school management company, or a blood or marital relation of any of them.

before entering into such action. “Self Dealing Transaction” means any transaction having the School as one party and one or more of the following among the other proposed parties to the transaction:

- A. Directors, Officers, or employees of the Corporation or school management company, or blood or marital relations of any of them;
- B. An entity in which a Director, Officer or employee of the Corporation or school management company, or blood or marital relation of any of them, holds a significant ownership or investment interest;
- C. An entity which employs or otherwise compensates a Director, Officer or employee of the Corporation or school management company, or employs or compensates a blood or marital relation; and/or
- D. Any entity which has, as a member of its board of directors or trustees, a Director, Officer or employee of the Corporation or school management company, or a blood or marital relation of any of them.

Approval of Self-Dealing Transactions. A Self-Dealing Transaction, as defined above, shall be voidable at the sole election of the Corporation unless the following provisions are satisfied:

- A. The Board shall hold one or more meeting(s) to discuss and vote on the transaction or arrangement resulting in the conflict of interest. An Interested Person may make a presentation to the Board, but after such presentation,

ARTICLE IX CONFLICTS OF INTEREST -Section 9.5. Approval of Self-Dealing Transactions. A Self-Dealing Transaction, as defined above, shall be voidable at the sole election of the Corporation unless the following provisions are satisfied:

- A. The Board shall hold one or more meeting(s) to discuss and vote on the transaction or arrangement resulting in the conflict of interest. An Interested Person may make a presentation to the Board, but after such presentation,

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

shall leave the meeting(s) during the discussion of, and the vote on the conflict of interest transaction.

- B. The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- C. After exercising due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the school with reasonable efforts, the Board concludes that it is in the Corporation's best interests and is fair and reasonable to authorize the Self- Dealing Transaction
- D. The Board authorizes, approves, or ratifies the transaction by the affirmative vote of a majority of the disinterested Board members, and with disclosure or knowledge of the material facts concerning the Self-Dealing Transaction.

shall leave the meeting(s) during the discussion of, and the vote on the conflict of interest transaction.

- B. The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- C. After exercising due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the school with reasonable efforts, the Board concludes that it is in the Corporation's best interests and is fair and reasonable to authorize the Self- Dealing Transaction
- D. The Board authorizes, approves, or ratifies the transaction by the affirmative vote of a majority of the disinterested Board members, and with disclosure or knowledge of the material facts concerning the Self-Dealing Transaction.

MISCELLANEOUS

Construction Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>Relation to Articles of Incorporation These bylaws are subject to, and governed by, the Articles of Incorporation.</p>	
<p>Employee Complaints and Whistle-Blower Protection. All complaints of employees of the Corporation may have from time to time shall be adjudicated by the Head of School. All employees of Corporation serve at the pleasure of the Head of School and, subject to the terms of any employment contract in force, may be terminated for cause or for no cause by the Head of School. Notwithstanding the foregoing, any employee who warns the Head of School of real or suspected malpractice, sexual harassment, financial irregularity, inappropriate or unethical behavior, conflicts of interest, or any malfeasance, shall be given immediate protection from termination, demotion, suspension, or any other form of discrimination. A reasonable belief or suspicion that fraud exists is sufficient to create a protected status for the employee. The Head of School may, at their discretion, seek counsel from the Governance Committee of the Board, to assist with findings of fact, counsel for the protected employee, and adjudication of the reported problem or problems. If the claims made by the employee prove to be unfounded, the Corporation must dismiss the claims without prejudice and without any reprimand to the employee. These policies must be communicated to employees by the Head of School at the beginning of every school year or upon the date of hiring any new employee.</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.3. Employee Complaints and Whistle-Blower Protection. All complaints of employees of the Corporation may have from time to time shall be adjudicated by the Head of Schools/Superintendent. All employees of Corporation serve at the pleasure of the Head of Schools/Superintendent and, subject to the terms of any employment contract in force, may be terminated for cause or for no cause by the Head of Schools/Superintendent. Notwithstanding the foregoing, any employee who warns the Head of Schools/Superintendent of real or suspected malpractice, sexual harassment, financial irregularity, inappropriate or unethical behavior, conflicts of interest, or any malfeasance, shall be given immediate protection from termination, demotion, suspension, or any other form of discrimination. A reasonable belief or suspicion that fraud exists is sufficient to create a protected status for the employee. The Head of Schools/Superintendent may, at their discretion, seek counsel from the Governance Committee of the Board, to assist with findings of fact, counsel for the protected employee, and adjudication of the reported problem or problems. If the claims made by the employee prove to be unfounded, the Corporation must dismiss the claims without prejudice and without any reprimand to the employee. These policies must be communicated to employees by the Head of Schools/Superintendent at the beginning of every school year or upon the date of hiring any new employee.</p>

**BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)**

DRAFT 2023 BYLAWS	APPROVED 2019 BYLAWS
-------------------	----------------------

<p>Inspection of Bylaws. The Corporation shall keep in its principal office, the original or a copy of these Bylaws, as amended or otherwise altered to date,, which shall be open to inspection at all reasonable times during office hours.</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.7. Inspection of Bylaws. The Corporation shall keep in its principal office, the original or a copy of these Bylaws, as amended or otherwise altered to date, which shall be open to inspection at all reasonable times during office hours.</p>
<p>Policies and Procedures. Any action by the Board establishing policy or methods of procedure – administrative, business, academic or otherwise – not contained in these Bylaws shall be known as “Policies and Procedures of the Board.” Policies and Procedures of the Board may be adopted by the Board or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with the laws of the State of Georgia.</p>	<p>ARTICLE XII MISCELLANEOUS - Section 12.8. Policies and Procedures. Any action by the Board establishing policy or methods of procedure – administrative, business, academic or otherwise – not contained in these Bylaws shall be known as “Policies and Procedures of the Board.” Policies and Procedures of the Board may be adopted by the Board or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with the laws of the State of Georgia. Policies and Procedures of the Board may be adopted by the Board or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with the laws of the State of Georgia.</p>

<p>AMENDMENTS By Board Members. These Bylaws may be amended or repealed wholly or in part, consistent with any bylaws adopted by the Board, at any meeting at which a quorum is present by an election by the entire Board in accordance with Article IV hereinabove. These bylaws may be amended at any meeting of the Board by a two-thirds vote of the entire Board</p>	<p>ARTICLE XI AMENDMENTS - Section 11.1. By Directors. These Bylaws may be amended or repealed wholly or in part, consistent with any bylaws adopted by the Board at any meeting at which a quorum is present by an election by the entire Board in accordance with Article IV hereinabove. These bylaws may be amended at any meeting of the Board by a two-thirds vote of the entire Board.</p>
--	--

IVY PREPARATORY ACADEMY - Bylaws Line-by-Line Crosswalk - PREPARED BY LEADright
BYLAWS OF IVY PREPARATORY ACADEMY, INC.
(A Non-Profit Georgia Corporation)

DRAFT 2023 BYLAWS

APPROVED 2019 BYLAWS

ADOPTED this NUMBER day MONTH YEAR, I certify that the foregoing Bylaws of Ivy Preparatory Academy, Inc. were approved and adopted by and on behalf of the Corporation by its Governance Board, and are currently in effect.

[Board Chair on behalf of the Governing Board Members]

ADOPTED this _____ day of October 2019, I certify that the foregoing Bylaws of Ivy Preparatory Academy, Inc. were approved and adopted by and on behalf of the Corporation by its Governance Board, and are currently in effect.

By:

Chair, Ivy Preparatory Academy, Inc.