Novus SMART Academy (K-8)
Bylaws

ARTICLE I: NAME AND OFFICES

Section 1.1 Name. The name of the organization is Novus SMART Academy (K-8).

Section 1.2 Principal Office. The initial principal office of Novus SMART Academy (K-8) is located at 7257 Santeelah Way, Antioch, Tennessee 37013. The principal office address shall be updated upon the execution of a final lease agreement between Novus SMART Academy (K-8) and the property landlord, confirming the school's permanent location.

Section 1.3 Registered Office. The initial registered office of Novus SMART Academy (K-8) shall be 7257 Santeelah Way, Antioch, Tennessee 37013. Novus SMART Academy (K-8) may also have offices at such other places as its Board of Directors shall determine the business of Novus SMART Academy (K-8) required, provided, however, that the registered office shall be registered with the Secretary of State of Tennessee and the agent so registered shall be located at the same address, or as otherwise provided by the Board of Directors.

ARTICLE II: PURPOSE AND DISSOLUTION

Section 2.1 Purpose. The purpose for which Novus SMART Academy (K-8) is organized is to establish and run a public charter school in Rutherford County, Tennessee, pursuant to the Tennessee Public Charter Schools Act of 2002, as amended, supplemented or replaced, ("The Charter Schools Act"), under its Charter Agreement with Rutherford County Schools and Rutherford County, Tennessee (the "Charter Agreement"), with a stated mission of providing scholars with an extraordinary learning experience, where college and career begin in Kindergarten.

Novus SMART Academy (K-8) has been organized as stated in the Certificate of Incorporation, which may be amended as required. No part of the net earnings of Novus SMART Academy (K-8) shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Novus SMART Academy (K-8) shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Novus SMART Academy (K-8) admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

Section 2.2 Dissolution. If, for any reason, Novus SMART Academy (K-8) should dissolve, organization assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III: BOARD OF DIRECTORS

The Board of Directors shall have all powers and duties for the conduct of the activities of Novus SMART Academy (K-8). Novus SMART Academy (K-8) shall not have members. While persons who associate with, or attend programs of, participate in, contribute to, or benefit from Novus SMART Academy (K-8) may be referred to as "members," no rights, voting or otherwise, will inure to any such persons.

Section 3.1 General Powers. The Board of Directors shall have the power to govern the business, affairs, and property of Novus SMART Academy (K-8) in accordance with the applicable laws and regulations of the state of Tennessee and any limitations in the Articles of Incorporation or these bylaws. The Executive Director will be an advisory, non-voting member of the Board (*ex officio*). As required by law (currently, TCA § 49-13-109), the Board shall contain at least one (1) parent representative whose child is currently enrolled in Novus SMART Academy (K-8). The parent representative shall be appointed by the Board of Directors within six (6) months of Novus SMART Academy (K-8)'s opening date. The Board of Directors shall approve a process for nominating one (1) parent representative to the Board of Directors through the Governance Committee, and there will be annual meetings dedicated to the selection of the parent representative.

Section 3.2 Management of the Corporation. Novus SMART Academy (K-8) shall be managed by the Board of Directors, which shall consist of at least seven (7) Directors and no more than thirteen (13) Directors.

Section 3.3 Qualifications. Members of the Board of Directors shall be at least eighteen years of age and will be selected based on:

(a) Their belief in the purpose of public charter schools and in the mission of Novus SMART Academy (K-8).
(b) Their belief that *all c*hildren can achieve the highest levels of academic excellence.
(c) Their availability to participate meaningfully in the success of Novus SMART Academy (K-8) over time.
(d) Their ability to demonstrate expertise in Board Governance, Commercial Real Estate, Community Service/Outreach, Education (Academics/Curricula), Facilities (Logistics/Operations), Finance, Fundraising and Grant Writing, Legal Expertise as an Attorney, Management and Organizational Experience, Marketing, Parent and Community Involvement, Personnel/Human Capital, Public Relations, Strategic Planning, or Technology.

Section 3.4 Compensation. Members of the Board of Directors shall serve without compensation; however, The following guidelines will be applied to all matters regarding compensation:

(a) A voting member of the Board who receives compensation, directly or indirectly, from Novus SMART Academy (K-8) for services is precluded from voting on matters pertaining to that member's compensation.
(b) A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Novus SMART Academy (K-8) for services is precluded from voting on matters pertaining to that member's compensation.
(c) No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Novus SMART Academy (K-8), either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 3.5 Selection of Directors. The Governance Committee shall present potential Directors for election by the Board of Directors. The Board of Directors shall approve a process for nominating Directors to the Board of Directors through the Governance Committee, and there will be annual meetings dedicated to the selection of nominated Directors.

Section 3.6 Terms of Directors. Directors shall serve staggered terms to balance continuity with new perspectives. Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three (3) year term shall be considered to have been served upon the passage of three (3) annual meetings following elections. After election, the term of a Director may not be reduced, except for cause as specified in these By-laws. No Director shall serve more than three (3) consecutive terms.

Section 3.7 Initial Board. The initial Board of Directors will serve staggered terms. The initial Board shall consist of at least one (1) Director who will serve a one (1) year term, at least three (3) Directors who will serve a two (2) year term, and at least three (3) Directors who will serve a three (3) year term. The specific term to be served by each initial Director shall be recommended by the Governance Committee and approved by the Board of Directors; in making such assignments, the Governance Committee shall endeavor to allow each current Director to complete service and to remain until a successor is seated through the Governance Committee's selection process.

Section 3.8 Newly Created Directorships and Vacancies. Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of their predecessor in office.

Section 3.9 Removal of Directors. Any or all the Directors may be removed for cause by action of the Board of Directors. Directors may be removed due to non-fulfillment of duties required by the Board of Directors, misconduct, theft and misrepresentation of Novus SMART Academy (K-8), all by majority vote of the Board of Directors.

Section 3.10 Resignation of Directors. A Director may resign at any time by giving written notice to the Board Chair. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board Chair, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.11 Action of the Board. Unless otherwise required by law, the affirmative vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

Section 3.12 Members of the Board.

(a) Shall receive no payment of honoraria, except reimbursement for expenses incurred in performance of voluntary Novus SMART Academy (K-8) activities in accordance with Novus SMART Academy (K-8) policies.
(b) Shall serve with the highest degree of duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with Novus SMART Academy (K-8).
(c) Shall be bound by the Board's Code of Conduct, Conflict of Interest, and Confidentiality Policy statements. The Board of Directors shall adopt a written Code of Conduct, Conflict of Interest policy, and Confidentiality policy, which the Governance Committee shall review not less than annually. The Code of Conduct shall set expectations for Director attendance at Board meetings, timeliness, advance communication of any late arrival or early departure, and active and constructive engagement during meetings.
(d) Shall have no direct or indirect financial interest in the assets or lease of Novus SMART Academy (K-8). Any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of Novus SMART Academy (K-8) shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.
(e) Shall be covered by Directors and Officers liability insurance provided by Novus SMART Academy (K-8) in amounts required by the Board in its reasonable discretion. The Board has deferred procurement of such insurance to align with the fiscal year in order to offset costs; the Finance Committee shall review coverage and present a recommendation to the Board in connection with the fiscal year budget.

ARTICLE IV: BOARD MEETINGS

Section 4.1 Regular Meetings. There shall be at least ten (10) regular meetings of the Board of Directors held each year. Notice shall be given to each Director thirty (30) days prior to the date of every regular meeting of the Board. Notice of any meeting to the public shall include the date, time, and location, and a statement or agenda specifying the nature of business to be conducted. The meetings of the Board are deemed to be "public business" and must be held in compliance with TCA §§ 8-44-101 *et seq.* Adequate public notice of each meeting shall be given, and all information providing notice of public meetings required under TCA § 8-44-103 shall be kept current on Novus SMART Academy (K-8)'s website, as required by TCA § 49-13-111(h).

Section 4.2 Regular Meetings Notices. Notice of all regular meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a

waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.3 Annual Meetings. The annual meeting of the Board of Directors shall be held during the month of June each year, on a date, at a time, and at a location established by the Board. The purpose of the annual meeting shall include the election of officers, consideration of director appointments or reappointments, review of the organization's annual performance, approval of the annual operating budget, establishment of strategic priorities, and transaction of any other business properly brought before the Board. The annual meeting shall be conducted in accordance with these Bylaws, applicable Tennessee law, and all public meeting and notice requirements governing public charter schools.

Section 4.4 Special Meetings. Special meetings of the Board may be called by the Board Chair or by a majority of the Board filing a written request for such a meeting with the Board Chair and stating the object, date, and hour therefore, due notice having been given to each Director five (5) calendar days prior to the meeting. Notice of any meeting to the public shall include the date, time, and location, and a statement or agenda specifying the nature of business to be conducted. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to TCA §§ 8-44-101 *et seq.*

Section 4.5 Quorum of Directors. A quorum for the transaction of business, or of any specified item of business, shall consist of a majority of the Directors then in office; provided that in no event shall a quorum consist of fewer than the greater of two-thirds (2/3) of the Directors then in office or two (2) Directors. When a quorum is once present to organize a meeting, the meeting may continue despite the subsequent withdrawal of Directors leaving fewer than a quorum. At least once each calendar year, the Board shall meet with a quorum physically present, consistent with TCA § 8-44-108.

Section 4.6 Meeting Minutes. Minutes of each meeting of the Board of Directors shall be recorded in writing by the Board Secretary and kept with the records of Novus SMART Academy (K-8). The minutes shall be promptly and fully recorded, shall be open to public inspection, and shall include a record of the persons present, all motions, proposals, and resolutions offered, the results of any votes taken, and a record of individual votes in the event of a roll call. The contents of such minutes, as well as the provisions for providing the minutes to the public, shall comply with the provisions of TCA §§ 8-44-101 *et seq.*

Section 4.7 Open Meetings. Meetings of the Board shall be public in accordance with state and federal laws and regulations. Members of the public shall have an opportunity for input at meetings of the Board.

Section 4.8 Board Chair. The Board Chair, along with the Executive Director or Vice Chair or chosen representative on the Board, shall attend all Board meetings.

Section 4.9 Absentee Board Member. An absentee Board member may not designate an alternate to represent their person at a Board meeting, and no Board member may vote by proxy. Because the Board is a public body subject to the Tennessee Open Meetings Act, all votes must be taken by public vote, ballot, or roll call, and no secret or proxy votes are permitted (TCA § 8-44-104(b)). ABoard member who is not physically present may nonetheless participate in, vote at, and be counted toward a quorum for a meeting by electronic means of communication in compliance with TCA § 8-44-108 and TCA § 49-13-111(h), provided that all participants can simultaneously communicate, each electronically participating member is identifiable by name to the public throughout the meeting, and all votes are taken by roll call.

Section 4.10 Location of Board Meetings. The Board of Directors may hold its meetings at the office of Novus SMART Academy (K-8) or at such other places, either within or without the state, as it may from time to time determine.

ARTICLE V: BOARD OFFICERS

Section 5.1 Board Officers. The Novus SMART Academy (K-8) Board of Directors shall have four (4) Board Officers as follows: Board Chair, Board Vice Chair, Board Treasurer, and Board Secretary. Initially, the Board Chair and Board Treasurer will be appointed by the Executive Director in collaboration with Erline Hertilien, our BES Senior Director of Leadership Development and Board Governance Coach.

Board Officers shall have such duties, powers, and functions as hereinafter provided. Each Board Officer shall hold office for the term for which the Director is elected or appointed and until the successor has been elected or appointed and qualified. For purposes of the Tennessee Nonprofit Corporation Act, the Board Chair shall serve as the president of the corporation and the Board Secretary shall serve as its secretary; consistent with TCA § 48-58-401, the offices of Board Chair and Board Secretary shall not be held by the same person.

(a) The Board Chair is the senior volunteer leader of Novus SMART Academy (K-8) and, in the early years of the school, serves as Chair of the Governance Committee, presiding at all meetings of the Board of Directors and other meetings as required. The Chair is an ex officio member of all committees of Novus SMART Academy (K-8). The Board Chair oversees implementation of Board and school policies and ensures that appropriate administrative practices are established and maintained. In addition, the Board Chair shall: (i) work with the Executive Director, other Board Officers, and committee chairs to develop the agendas for Board meetings and preside at those meetings; (ii) in consultation with the other Board Officers, appoint volunteers to key leadership positions, including chairs of Board committees and task forces, and cultivate leadership succession; (iii) lead the Board's fundraising efforts and set an example through a personally meaningful financial contribution; (iv) work with the Board and school leadership to establish and maintain systems for planning the school's human and financial resources, reviewing operational effectiveness, ensuring legal and ethical standards, hiring and evaluating the Executive Director, and developing an effective Board culture and leadership pipeline; (v) communicate with and support the Executive Director while ensuring that the Board governs rather than manages; (vi) keep apprised of committee work and ensure effective communication between the committees and the Board; and (vii) represent Novus SMART Academy (K-8) to major stakeholders when the Chair is the most appropriate person to do so.

(b) The Board Vice Chair is the secondary volunteer leader of Novus SMART Academy (K-8) and,, as such, discharges the duties of the Chair as required in the Chair's absence. The Vice Chair supports the activities of the Chair, including sharing responsibilities as appropriate. In addition, the Board Vice Chair shall: (i) in the Chair's absence, preside at meetings of the Board of Directors; (ii) serve as an ex officio member of the standing committees; (iii) assist the Board Chair in developing the agendas for Board meetings; (iv) advise the Board Chair on the appointment of volunteers to key leadership positions, including chairs of Board committees and task forces; (v) serve as a liaison for communication with the committee chairs as needed; (vi) represent the Board in the community, particularly at events the Chair cannot attend; and (vii) perform such other duties as the Board Chair may delegate.

(c) The Board Treasurer is a volunteer leader who provides direction for the financial management of Novus SMART Academy (K-8), facilitates the Board in meeting its financial oversight responsibilities, and serves as Chair of the Finance Committee. In addition, the Board Treasurer shall: (i) provide direction for the oversight of the school's recordkeeping and accounting policies; (ii) ensure the presentation of timely and meaningful financial reports so that the full Board understands the school's financial position; (iii) ensure the development of the annual budget and its submission to the Board for approval, and lead the monitoring of budget implementation; (iv) oversee the development and Board review of financial policies and procedures and, with the Finance Committee, monitor adherence to them; (v) develop and monitor any investment policies adopted by the Board and ensure that assets are protected and invested according to Board policy; (vi) lead the Board in assuring compliance with federal, state, and other financial reporting requirements; (vii) present the recommendation of the auditor to the Board, review the results of the audit (including the management letter) with the Finance Committee, and develop a remediation plan if necessary; and (viii) take responsibility for the design of an annual board education program so that all Directors can effectively conduct oversight of the school's financial health.

(d) The Board Secretary is a volunteer leader who provides direction for the keeping of legal documents, including the minutes of all Board meetings, and is the officer to whom the Board delegates responsibility for preparing minutes and authenticating the records of the corporation. In addition, the Board Secretary shall: (i) certify and keep at the principal office of the corporation the original, or a copy, of the bylaws as amended to date; (ii) keep a book of minutes of all meetings of the Directors, recording the time and place of each meeting, whether regular or special, how called, the notice given, the names of those present or represented, and the proceedings of the meeting; (iii) present the minutes of Board meetings for approval by the Board; (iv) ensure that all notices are duly given in accordance with these bylaws and as required by law; (v) serve as the protocol officer of the Board, ensuring that the keeping and posting of meeting minutes and notices, adherence to open meeting laws, and other procedural requirements are followed legally and ethically; and (vi) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or these bylaws, or as assigned from time to time by the

Board of Directors.

Section 5.2 Election of Board Officers. The Governance Committee shall present potential Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board of Directors.

Section 5.3 Tenure. The newly elected Board Officers shall take office on July 1 following the close of the annual meeting at which they are elected and the term of office shall be one year, or until the respective successor assumes office. A Director may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office.

Section 5.4 Board Chair Vacancy. In the event that the office of the Board Chair becomes vacant, the Board Vice Chair shall become Board Chair for the unexpired portion of the term. In the event that the Board Vice Chair, Board Treasurer, or Board Secretary offices become vacant, the Board Chair shall appoint interim Board Officers to fill such vacant offices until a scheduled meeting of the Board of Directors can be held.

Section 5.5 Removal or Resignation. Any Board Officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation, or removal of an officer, the Board in its discretion, may elect or appoint a successor to fill the unexpired term. Offices may not be held by the same person.

ARTICLE VI: COMMITTEES AND TASK FORCES

Section 6.1 Composition. A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees may be composed of Directors or community members, or both, with the exception of the Governance Committee which shall be composed only of Board members. The Board may prescribe the need and/or the composition of such committees.

Section 6.2 Academics Committee. The purpose of the Academics Committee is to work with the Executive Director to define academic achievement, ensure that all Board members know the charter promises made to the community and the authorizer, and to devise clear and consistent measures to monitor enrollment, student demographics, and achievement of academic outcomes. Appointments of the Academics Chair shall be made annually by the Board Chair with the advice and consent of the Board and the Executive Director, composed of at least three (3) persons recommended by the Chair and elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years and these terms shall be staggered to ensure continuity of committee membership. Additional committee members may be appointed and need not be members of the Board of Directors. It is anticipated that given the nature of this committee it may be beneficial to have outside academic leaders on the committee. The duties of the Academics Committee shall be to:

(a) Define and continue to refine what academic achievement means for Novus SMART Academy (K-8).
(b) Ensure that all Board members understand the key charter promises we have made to our community and to Rutherford County Schools.
(c) Work with the Executive Director and school leadership team to devise clear and consistent ways to measure progress towards stated goals.
(d) Work with the Executive Director and school leadership team to set annual academic achievement goals, to be presented to and approved by the full Board.
(e) Work with the Executive Director and school leadership team to share with the Board annual successes, barriers to reaching academic achievement, and strategies to overcome these barriers.
(f) Arrange for Board training on issues related to academic oversight and academic achievement, as needed.
(g) Annually submit objectives as part of the planning and budgeting process.
(h) Annually evaluate its work as a committee and the objectives it has committed itself to and report on the same to the Board of Directors.
(i) Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

Section 6.3 Development Committee. The purpose of the Development Committee is to ensure that the organization's total development program is in concert with the organization's strategic direction and needs. The Committee serves as the mechanism by which Board members and other volunteers are involved in the fundraising process. This committee shall be composed of at least three (3) persons recommended by the Chair and elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years and these

terms shall be staggered to ensure continuity of committee membership. Appointments of the Chair and members of the Development Committee shall be made annually by the Chair of the Board with the advice and consent of the Board and the Executive Director. Additional committee members may be appointed and need not be members of the Board of Directors. Given the nature of this Committee, it may be beneficial to have volunteers from the community who have access to resources and/or people and organizations with resources that can benefit the school and/or other skills that can strengthen the effectiveness of the Development Committee. The duties of the Development Committee shall be to:

(a) Work with the staff to develop the organization's fundraising plan.
(b) Ensure that the case for support is strong, current, and based on the organization's mission and goals; and distinguishes the organization from others in the field.
(c) Develop policies, plans, procedures, and schedules for Board involvement in fundraising.
(d) Helps educate Board members about the organization's plans and the resources needed to realize those plans.
(e) Help educate Board members about environmental factors affecting fundraising among the organization's constituencies (e.g., current events, other organizations' activities, economic factors).
(f) Familiarize Board members with fundraising skills and techniques so that they are comfortable soliciting contributions on behalf of their organization.
(g) Set guidelines for Board members' contributions and then solicit those contributions.
(h) Play a strong role in identifying, cultivating, and approaching major donors (e.g., individual and planned gifts, foundation, and corporate).

Section 6.4 Finance Committee. The purpose of the Finance Committee is to work with the Executive Director to create the upcoming fiscal year budget and recommend to the Board appropriate policies for the management of the organization's assets. The members of the Finance Committee shall be the Treasurer of the Board who shall serve as Chair, the Board Chair who shall serve as an ex-officio member, and at least three (3) persons recommended by the Chair and elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years and these terms shall be staggered to ensure continuity of committee membership. The duties of the Finance Committee shall be to:

(a) Review, and recommend to the Board for approval, an annual budget for Novus SMART Academy (K-8) in collaboration with the Executive Director.
(b) Also in collaboration with the Executive Director, review and recommend to the Board for approval and annually revise a three-year financial forecast and long range financial plans based on the forecast.
(c) Review grant proposals when required by funders, and when necessary, recommend action by the Board.
(d) Review all non-budgeted expenditures over a set dollar amount to be determined by the Board and recommend action to the Board.
(e) Annually submit objectives as part of the planning and budgeting process.
(f) Annually evaluate its work as a committee and the objectives it has committed itself to and report on the same to the Board of Directors.
(g) Arrange for an annual audit with submission of the same to the Board.
(h) Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

Section 6.5 Governance Committee. The purpose of the Governance Committee is to build and maintain an effective Board for Novus SMART Academy (K-8). The Governance Committee will be chaired by the Board Chair and shall be composed of at least three (3) persons recommended by the Chair and elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years and these terms shall be staggered to ensure continuity of committee membership. The duties of the Governance Committee shall be to:

(a) Establish and drive a continuous improvement process to help the Board and individual Directors to become more valuable as strategic assets of the school, contributing to long-term success.
(b) Review the structure and size of the Board and the Board committees. Periodically, review with the Board the appropriate skills and characteristics required on the Board in keeping with the strategic direction of the charter school.
(c) Identify and consider candidates for Board membership. On behalf of the Board, assess alignment with the school's mission and vision and the skills and experience of prospective Board members. Present strong candidates to the full Board for consideration.
(d) Review the institutional and other affiliations of Board members and Board candidates for possible conflicts of interest. Investigate any potential conflict of interest involving a Board member and make a recommendation to the Board for resolution.

(e) Keep up to date on developments in the charter school governance field. Annually review and assess the charter school governance practices of the Board and recommend any proposed changes to the Board for approval.
(f) Plan Board education including new member orientation, education of Board members, and Board retreats.
(g) Plan training and education of the Board related to governance roles and responsibilities and with respect to bridging Board knowledge gaps.
(h) Conduct assessment/evaluation of the Board, the Board Chair, individual Directors, including each Director's self-assessment, and Board meetings/sessions.
(i) Evaluate and monitor governance structures and processes, including policy development and processes for Board monitoring/oversight of operations.
(j) Identify leadership development opportunities for existing and potential Board members to maximize member's contributions.
(k) Establish and oversee the process and schedule for the annual meetings dedicated to the selection of nominated Directors and of the parent representative required by Section 3.1.
(l) Ensure that the Board conducts at least one (1) annual board training course approved by the State Board of Education and that documentation of such training is provided to the authorizer, as required by TCA § 49-13-111(o).

Section 6.6 Task Forces. The purpose of Task Forces is to advance time-bound, high-priority initiatives of Novus SMART Academy (K-8) that require focused attention, specialized expertise, or rapid execution. Task Forces are advisory in nature and are established to support the Board and the Executive Director in achieving specific strategic, operational, or compliance-related objectives.

(a) Task Forces shall be established by resolution of the Board of Directors and may be composed of Board members, school leaders, staff, and/or community members with relevant expertise. Each Task Force shall consist of at least three (3) members. A Task Force Chair shall be appointed by the Board Chair, with the advice and consent of the Board and the Executive Director. Task Force members need not be members of the Board of Directors.
(b) Task Forces are temporary and shall exist only for the duration necessary to complete their assigned charge. The resolution establishing a Task Force shall clearly define its scope of work, expected deliverables, and anticipated timeline. Upon completion of its work or at the direction of the Board, the Task Force shall be dissolved.
(c) Task Forces do not have independent decision-making authority and may not act on behalf of the Board. All recommendations, findings, and proposed actions of a Task Force shall be submitted to the Board of Directors for review, discussion, and approval, as appropriate.
(d) Each Task Force shall be responsible for the following, as applicable to its charge:
    (i) Clearly understand and execute the specific purpose and scope established by the Board.
    (ii) Work collaboratively with the Executive Director and relevant school leadership to ensure alignment with the school's mission, charter agreements and commitments, and strategic priorities.
    (iii) Develop and adhere to a defined work plan and timeline approved by the Board Chair or designee.
    (iv) Conduct research, analysis, stakeholder engagement, or planning necessary to fulfill the Task Force's charge.
    (v) Provide regular progress updates to the Board in a manner and frequency determined by the Board or Board Chair.
    (vi) Prepare written recommendations, reports, or deliverables for Board consideration upon completion of its work.
    (vii) Operate with professionalism, confidentiality, and adherence to Board policies, including conflict of interest requirements.
(e) At the conclusion of its work, each Task Force shall submit a final report to the Board summarizing its activities, findings, recommendations, and lessons learned. The Board may evaluate the effectiveness of the Task Force in meeting its stated objectives and use such feedback to inform future Task Force structures and expectations.

Section 6.7 Quorum for Committees or Task Forces. There shall be no quorum requirement for any Committee or Task Force.

ARTICLE VII: FISCAL YEAR AND SIGNING CHECKS

Section 7.1 Fiscal Year. The fiscal year of Novus SMART Academy (K-8) shall begin on July 1 of each calendar year and terminate on June 30 of the following year.

Section 7.2 Signing Checks. The signature of both the Executive Director and Board Treasurer shall be required on any check in excess of $10,000.

Section 7.3 Surety Bond. Any member of the Board of Directors, Board Officer, employee, or other authorized person who receives funds, has access to funds, or has authority to make expenditures from funds of Novus SMART Academy (K-8) shall give a surety bond in the form prescribed by TCA § 8-19-101, as required by TCA § 49-13-111(n). The cost of the surety bond shall be paid by Novus SMART Academy (K-8) in an amount determined by the Board of Directors.

ARTICLE VIII: CONFLICT OF INTEREST

All Directors, Officers, and employees of Novus SMART Academy (K-8) shall be subject to the Conflict of Interest Agreement and, as the governing body of a public charter school, to the conflict-of-interest provisions of TCA §§ 12-4-101 and 12-4-102, as required by TCA § 49-13-111(f). If there be any conflict of interest between the provisions of the certificate of Novus SMART Academy (K-8) and these By-laws, the provisions of the certificate of Novus SMART Academy (K-8) shall govern.

ARTICLE IX: AMENDMENTS

These By-laws may be adopted, amended, or repealed by the Board at the time they are entitled to vote in the election of Directors. By-laws may also be adopted, amended, or repealed by the Board of Directors, but any By-law adopted, amended or repealed by the Board may be amended by the Board members entitled to vote thereon as herein before provided. If any By-law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of all Board members for the election of Directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE X: CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, Novus SMART Academy (K-8) reserves the right to expect from all of its Board Of Directors and Board Officers to maintain high moral standards and social values that do not conflict with the mission of providing all scholars access to rigorous curricula and high-quality academic instruction that fosters a love for learning, embraces innovation and creativity, and encourages personal growth to thrive in their chosen college and career paths, making a positive impact on society. In the event of conduct that presents a conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Novus SMART Academy (K-8).

ARTICLE XI: INDEMNITY

Novus SMART Academy (K-8) shall indemnify each member of the Board of Directors and each Board Officer to the full extent permitted by the Tennessee Nonprofit Corporation Act. Without limiting the foregoing, and unless limited by the Articles of Incorporation, Novus SMART Academy (K-8) shall indemnify a Director or Board Officer who was successful, on the merits or otherwise, or who is immune from suit under TCA § 48-58-601, in the defense of any proceeding to which the person was a party because of such service, against reasonable expenses incurred in connection with the proceeding, as provided by TCA § 48-58-503. No indemnification shall be made where prohibited by TCA §§ 48-58-502 and 48-58-509. Each member of the Board of Directors shall receive the protection and immunity provided by TCA § 48-58-601, as (and if) limited by The Charter School Act. A member of the Board of Directors, or its Board Officers, shall not be personally liable to Novus SMART Academy (K-8) for damages for breach of any duty owed to Novus SMART Academy (K-8), its beneficiaries, or the Board of Directors, except that nothing contained herein shall relieve a Board of Directors or Board Officer from liability for breach of duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Novus SMART Academy (K-8); (b) not in good faith or involving a known violation of the law; or (c) resulting in receipt of an improper personal benefit.