

AMENDED AND RESTATED BYLAWS
OF THE
GIRLS GLOBAL ACADEMY PUBLIC CHARTER SCHOOL

ARTICLE I
NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Girls Global Academy Public Charter School (the “School or GGA”), a District of Columbia nonprofit corporation.

Section 2. Purpose

The School shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The School shall operate a public charter school in the District of Columbia in accordance with its charter and applicable law.

Section 3. Mission

GGA is an all-girls public charter high school in Washington, DC. The School provides a diverse group of young women with a global education that ignites empowerment and develops the confidence to influence change for global benefit. The School’s mission is to foster pathways to lead and learn.

ARTICLE II
OFFICES

The School shall maintain a registered office and a registered agent in the District of Columbia, as required by the District of Columbia Nonprofit Corporation Act. The registered office may, but need not, be identical with the principal office of the School, and the address of the registered office may be changed from time to time by the Board of Trustees in accordance with applicable law.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Authority and Role

The Board of Trustees (the “Board”) shall be the governing body of the School and shall have all powers and duties necessary to oversee the affairs of the School in accordance with its charter, applicable law, and these bylaws. The Board shall act as fiduciaries of the School and shall set overall policy and strategic direction.

Section 2. Composition

The Board shall consist of no fewer than three (3) and no more than fifteen (15) trustees and shall maintain an odd number of trustees.

A majority of the trustees shall be residents of the District of Columbia. At least two (2) trustees shall be parents or legal guardians of students enrolled at the School.

The Executive Director shall serve as an ex officio, non-voting member of the Board and shall not be counted for purposes of determining a quorum.

The Board shall seek to maintain a composition that reflects a diversity of skills, experiences, perspectives, and backgrounds, including those reflective of the School's community, necessary to effectively govern the School and advance its mission.

Section 3. No Members

The School shall have no members. All corporate powers shall be exercised by or under the authority of the Board.

Section 4. Election of Trustees

Trustees shall be elected by a majority vote of the Board at any meeting at which a quorum is present. The Board may establish procedures for the identification, nomination, and election of trustees.

Section 5. Terms of Office

Trustees shall serve terms of three (3) years, with terms beginning on July 1 and ending on June 30, unless earlier resigned or removed.

A Trustee elected between July 1 and June 30 shall serve an initial partial term ending on the next June 30, after which the trustee may be elected to a full term. An initial partial term shall not be considered a full term for purposes of term limits.

No Trustee shall serve more than two (2) consecutive full terms; however, in special circumstances, the Board may approve an exception to this limitation. A Trustee who has reached the term limit may also be eligible for re-election after a break in service.

Section 6. Resignation and Removal

Any Trustee may resign at any time by providing written notice to the Chair of the Board. Such resignation shall be effective upon receipt unless a later effective date is specified. A Trustee is encouraged to provide reasonable notice of resignation to support continuity of Board operations.

Any trustee may be removed, with or without cause, by a majority vote of the Board at any meeting at which a quorum is present, provided that notice of the proposed removal is included in the meeting notice.

Section 7. Election and Board Composition Flexibility

The Board may elect trustees at any time, provided that the total number of trustees remains within the limits set forth in these bylaws.

Trustees elected outside of the regular annual election cycle shall serve in accordance with Section 5 of these bylaws.

Section 8. Compensation and Reimbursement

Trustees shall not receive compensation for their service as trustees. Trustees may be reimbursed for reasonable expenses incurred in connection with Board service in accordance with Board policy and applicable law.

ARTICLE IV MEETINGS

Section 1. Meetings

The Board shall hold meetings at such times and places as it may determine, consistent with applicable law. Special meetings of the Board may be called by the chair or by a majority of trustees.

Section 2. Open Meetings

All meetings of the Board, including regular and special meetings, shall be conducted in accordance with the District of Columbia Open Meetings Act and any other applicable law, including requirements related to notice, accessibility, and public participation.

Section 3. Executive Session

The Board may enter into executive session in accordance with the District of Columbia Open Meetings Act for purposes permitted by law. The specific purpose for the executive session shall be stated in the public meeting. The Board shall maintain confidential minutes of executive sessions as required by law.

Section 4. Quorum and Voting

A majority of the voting trustees then in office shall constitute a quorum for the transaction of business.

Except as otherwise provided by law or these bylaws, the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board.

Section 5. Participation by Remote Means

Meetings of the Board may be conducted in person, by means of telephone or videoconference, or through a combination of in-person and remote participation, consistent with applicable law. Trustees participating by such means shall be deemed present for purposes of quorum and voting, provided that all participants can hear one another.

Section 6. Rules of Order

Meetings of the Board shall be conducted in a manner that promotes effective and orderly deliberation. To the extent not inconsistent with these bylaws or applicable law, the Board may use Robert's Rules of Order as a guide.

ARTICLE V OFFICERS

Section 1. Officers

The officers of the School shall consist of a Chair, Vice Chair, Secretary, and Treasurer, and such other officers as the Board may from time to time designate. No individual may hold more than one office if doing so would create a conflict of responsibilities.

Section 2. Election and Terms of Office

Officers shall be elected by the Board and shall serve terms beginning on July 1 and ending on June 30. Officers may serve successive terms.

An officer elected to fill a vacancy shall serve for the remainder of the unexpired term.

Section 3. Resignation and Removal

An officer may resign at any time by providing written notice to the Chair of the Board or, in the case of the Chair, to the Board. Such resignation shall be effective upon receipt unless a later effective date is specified.

Any officer may be removed, with or without cause, by a majority vote of the Board.

Section 4. Vacancies

If the office of Chair becomes vacant, the Vice Chair shall serve as acting Chair until a new Chair is elected by the Board.

Any other officer vacancy may be filled by the Board for the remainder of the term.

Section 5. Duties of Officers

The Chair shall preside at meetings of the Board and shall perform such other duties as may be assigned by the Board.

The Vice Chair shall perform the duties of the Chair in the absence of the Chair and shall perform such other duties as may be assigned by the Board.

The Secretary shall ensure that minutes of Board meetings are recorded and maintained and that required notices are provided in accordance with applicable law, and shall perform such other duties as may be assigned by the Board.

The Treasurer shall provide oversight of the financial affairs of the School and report to the Board on financial matters, and shall perform such other duties as may be assigned by the Board.

ARTICLE VI COMMITTEES

Section 1. Committees of the Board

The Board may establish such committees as it deems necessary or appropriate to carry out its responsibilities. The Board shall determine the composition, authority, and responsibilities of each committee.

Section 2. Finance Committee

The Board shall maintain a Finance Committee to support the Board in fulfilling its fiduciary responsibilities related to the financial affairs of the School.

Section 3. Executive Committee

The Board shall maintain an executive committee composed of the officers of the Board (Executive Committee).

The Executive Committee may act on behalf of the Board between meetings only in circumstances where action is required before the Board can reasonably convene, and only with respect to matters for which authority has been delegated by the Board.

The Executive Committee shall not exercise any authority reserved to the full Board by law or these bylaws.

All actions taken by the Executive Committee shall be reported to the Board at its next meeting.

The Board shall ensure that the size, composition, and conduct of Executive Committee meetings are consistent with applicable law, including the District of Columbia Open Meetings Act.

Section 4. Other Committees

The Board may establish additional standing or ad hoc committees, including committees to support governance, academic oversight, community engagement, or other key areas, as it deems appropriate.

Section 5. Authority of Committees

Committees shall have such authority as is delegated by the Board; provided, however, that no committee shall have the authority to take action on behalf of the Board except as expressly authorized by the Board and consistent with applicable law.

ARTICLE VII POLICIES

Section 1. Adoption of Policies

The Board shall adopt and maintain such policies as it deems necessary or appropriate to support the governance and operation of the School and to ensure compliance with applicable law. The Board shall review its policies periodically.

Section 2. Conflict of Interest

The Board shall adopt and comply with a Conflict of Interest Policy applicable to trustees and officers. Each trustee shall disclose any actual or potential conflicts of interest in accordance with such policy and applicable law.

Section 3. Other Policies

The Board may adopt additional policies, including but not limited to, policies related to financial oversight, executive leadership, ethics, and governance practices, as it deems appropriate.

ARTICLE VIII INDEMNIFICATION

The School shall indemnify its trustees and officers to the fullest extent permitted by the laws of the District of Columbia against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any action, suit, or proceeding arising out of their service to the School, provided that such individual acted in good faith and in a manner reasonably believed to be in the best interests of the School.

The School shall maintain appropriate insurance to support such indemnification.

ARTICLE IX AMENDMENTS

These bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the Board at any meeting at which a quorum is present, provided that notice of the proposed amendment is given in advance of the meeting.

ARTICLE X DISSOLUTION

Upon the dissolution of the School, assets shall be distributed in accordance with the School's charter and applicable law.