

**AMENDED AND  
RESTATED BYLAWS  
OF  
INTERNATIONAL COMMUNITY SCHOOL, INC.**

**ARTICLE I.**

1.01 Name. The name of the corporation shall be International Community School, Inc. (the "Corporation").

**ARTICLE II.**

2.01 Offices. The headquarters and chief executive office of the Corporation shall be located at ICS, 2418 Wood Trail Lane, Decatur, Georgia 30033. The Board of Directors of the Corporation shall have the authority to establish such additional offices for the Corporation in such places as they shall consider appropriate.

2.02 Registered Office and Agent. The Corporation shall have and shall continuously maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office as required by the Georgia Nonprofit Code (the "Code"). The address of the office may be changed by the Board of Directors.

**ARTICLE III.**

3.01 Purposes. The Corporation is organized to be a nonprofit corporation under the Code and has as its purpose to establish a public school which is subject to the terms of a charter granted by the DeKalb Board of Education and the Georgia State Board of Education ("the Charter"), pursuant to the Charter Schools Act of 1998 (O.C.G.A. § 20-2-2060 et seq.) (the "Act"), provided, however, that none of the Corporation's rights and powers shall include the right and power to carry on a business for profit. The Corporation shall also have those powers reasonably necessary

to accomplish its stated purpose and which are not contrary to law and to engage in any lawful business or activities related thereto and for which corporations may be organized under the Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the State of Georgia.

#### **ARTICLE IV.**

4.01 **Member.** This Corporation shall have no members.

#### **ARTICLE V.**

#### **BOARD OF DIRECTORS**

5.01 The affairs of the Corporation shall be managed by a Board of Directors consisting of at least nine (9) but not more than fifteen (15) members. The Board of Directors shall oversee the general policies of the Corporation as well as provide guidance and support to ensure proper care is taken to carry out the terms of the Charter. The Board of Directors shall be elected by a majority vote of the then serving Board of Directors of the Corporation at the annual meeting, which election shall be conducted in accordance with these Bylaws.

5.02 Each elected member of the Board of Directors shall be elected to a term of three (3) years.

5.03 Members may serve a second consecutive term consisting of one (1), two (2), or three (3) years at the discretion of the Board; provided Members of the Board may be elected to serve no more than six (6) total consecutive years.

5.04 In the event that a vacancy should occur on the Board of Directors, the Chair of the Board may, in his discretion, direct the Board of Directors to prepare a list of candidates for election to the vacancy existing on the Board or, in the alternative, permit the position to remain vacant until the next meeting of the Board. The list of candidates prepared by the Board shall be

presented at its next regularly or specially called meeting, whereupon the Board shall elect a successor director to fill the existing vacancy.

5.05 Any member of the Board of Directors may be removed for cause by a two-thirds (2/3) vote of the entire Board of Directors.

5.06 The Board of Directors shall develop its own rules and procedures for performing its duties and functions. The Secretary of the Corporation shall keep and maintain complete and accurate minutes of each meeting of the Board of Directors of the Corporation.

5.07 In addition to any and all rules and procedures developed by the Board of Directors for self-governance, if called upon by the Chair, each member of the Board of Directors shall attend functions and represent the Corporation at selected gatherings.

5.08 The Board of Directors of this Corporation reserves unto itself the right and authority to approve certain actions as set forth in Section 5.09 below.

5.09. Powers. The Board reserves to itself the right to:

- A. Approve the adoption or amendment of Mission, Philosophy, and Purpose statements of this Corporation;
- B. Approve the amendment, revision or restatement of the Articles of Incorporation or Bylaws of this Corporation;
- C. Approve the merger or consolidation of this Corporation, into or with any other corporation or association, and the dissolution or otherwise wrapping up of the affairs of this Corporation;

- D. Approve the purchase, sale, lease, exchange, mortgage, pledge, or encumbrance of all, or substantially all, of the assets of this Corporation;
- E. Approve the establishment or incorporation of any new affiliated entities, organizations, or associates of this Corporation;
- F. Approve any indebtedness to be incurred by this Corporation in amounts in excess of limits to be fixed, from time to time, by the Board;
- G. Appoint the President of this Corporation;
- H. Approve the Strategic Plan of this Corporation;
- I. Approve the annual Capital and Operating Budgets for this Corporation;
- J. Approve the unbudgeted expenditures to be incurred by this Corporation in amounts in excess of limits to be fixed, from time to time, by the Board;
- K. Approve the selection of the school leader who shall be the Chief Executive Officer (“CEO”) of the Corporation and who is delegated the authority to engage staff of the International Community School;

- L. Approve the compensation paid to the school leader on an annual or bi-annual basis, and, at appropriate time intervals, approve the contract between the Board and the school leader.
- M. Approve the external audit firm and approve the annual audit/review report for this Corporation.

5.10 The Board of Directors shall have the authority to create one or more technical or special Advisory Councils for the purpose of providing formal mechanisms to solicit the advice and assistance of persons with special knowledge and resources for the benefit of the Corporation. Members of such Advisory Councils shall be appointed from candidates proposed by two (2) or more members of the Board of Directors.

5.11 The Board of Directors shall have the authority to appoint members as Advisory Council Emeritus. This shall include the Founders of the Corporation or former member of the Board of Directors whose service extended for more than one complete term, consistent philanthropic support, and demonstrated interest in the corporation.

5.12 Members of all Advisory Councils shall not have the right to vote, and none shall have any legal responsibility for the operations of the corporation. Such persons shall not be required to attend meetings of the Board of Directors but have a standing invitation to do so.

Neither the Board of Directors, nor any officer or employee of the Corporation, shall take any action either in contradiction of any of the foregoing rights or without first having secured the

necessary approvals as may be required by these Bylaws. In the exercise of its approval rights, the Board may simply grant or withhold its approval in whole or in part, or, in its complete discretion, prescribe such other or different action as it may deem appropriate.

## **ARTICLE VI.** **COMMITTEES**

6.01 The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees, each consisting of at least one (1) or more Directors and other members of the community who do not have a conflict of interest that would prevent them from serving on the committee. New committee members shall be approved by the current committee members. A committee may act by a majority of its members. Each committee shall have such powers of the Board as are provided in the resolution establishing such committee, provided, however, notwithstanding anything to the contrary herein, the committees established by the Board shall have no power to (1) amend the Articles of Incorporation or the Bylaws; (2) adopt a plan of merger or consolidation; (3) sell, lease, exchange or otherwise dispose of all or substantially all of the assets and property of the Corporation; (4) voluntarily dissolve or revoke a voluntary dissolution of the Corporation; or (5) take any action which is required by the Articles of Incorporation, these Bylaws or any statute to be taken by greater than a majority of the members of the Board of Directors.

6.02 The officers of the Corporation shall constitute the "Executive Committee." The Executive Committee shall have the authority to act on behalf of the Corporation in between regular meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at its next regular or special meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee.

6.03 Each committee shall keep records of all of its transactions, which records shall be presented at each meeting of the Board of Directors, and the Board of Directors at each meeting shall have the power to disapprove, rescind and nullify any act or transaction of such committees; and all the acts and transactions of the committees not disapproved, rescinded or nullified shall be held and taken to be approved and confirmed by the Board of Directors.

6.04 Except as may otherwise be provided in Section 6.01 of this Article VI, the rules established by these Bylaws with respect to meetings of Directors and notice, quorum, voting and other procedures at such meetings shall be applicable to meetings of any committees established by the Board of Directors.

## **ARTICLE VII.**

### **OFFICERS**

7.01 The Corporation shall have officers who shall be elected each year at the annual meeting of the Corporation's Board of Directors and shall serve at the pleasure of the Board of Directors and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification. At the direction of the Chair of the Board, the members of the Board shall develop a slate of proposed candidates for each office and present the same at the annual meeting of the Board of Directors, along with such recommendations as the Board shall consider appropriate. The Board of Directors may elect or provide for the appointment of such officers or assistant officers, in addition to those set forth in these Bylaws, as the Board deems necessary for the efficient management of the Corporation. Notwithstanding the foregoing, the Corporation shall not be required to have at any time any officers other than a Chair, Vice Chair, Secretary and Treasurer. The first order of business at



the annual meeting of the Board of Directors of the Corporation shall be to elect, by majority vote, new officers for the ensuing year.

7.02 In the event that any vacancy shall occur in the officers of the Corporation, the Chair of the Board shall appoint a successor officer who shall serve out the remainder of his predecessor's term: provided, however, that if the position of Chair of the Board shall become vacant, his replacement shall be elected by a majority vote of the entire Board of Directors.

7.03 None of the directors shall receive any salary, compensation or other remuneration for their services to the Corporation but shall be reimbursed for any expenses which they may incur in connection with the performance of their duties and functions.

## **ARTICLE VIII.**

### **CHAIR OF THE BOARD**

8.01 The President shall assure the integrity of the Board process, including effectiveness of meetings and the Board's adherence to its own rules. For the purposes of Section 14-3-840 of the Code, the alternative title of the President of the Corporation is Chair.

8.02 The Chair of the Board shall preside at all meetings of the Board of Directors of the Corporation. The Chair shall set the agenda for Board meetings, provided that a majority of the members of the Board of Directors may, over the Chair's objection, compel the deletion of agenda item(s) at the present meeting and the addition of agenda item(s) to be considered at the next meeting of the Board.

8.03 The Chair of the Board shall provide guidance to the members of the Board of Directors to assist in developing slates of prospective candidates for election as officers and Directors of the Corporation.

8.04 The Chair of the Board shall not receive any salary, compensation or other remuneration for his services to the Corporation but shall be reimbursed for any expenses which he may incur in connection with the performance of his duties and functions.

#### **ARTICLE IX.**

#### **VICE CHAIR**

9.01 The Vice Chair shall, in the absence or disability of the Chair, perform the duties of such office and shall generally assist the Chair.

9.02 The Vice Chair shall not receive any salary, compensation or other remuneration for his services to the Corporation but shall be reimbursed for any expenses which he may incur in connection with the performance of his duties and functions.

**ARTICLE X.**  
**TREASURER**

10.01 The Treasurer shall be the Chairperson of the Finance Committee of the Board of Directors.

10.02 As Chairperson of the Finance Committee of the Board, the Treasurer shall report to the Board on a regular basis about the financial condition of the Corporation as reflected in its financial statements.

10.03 The Treasurer shall also assure that an annual budget is prepared in a timely fashion and submitted to the Board for its approval. As Chairperson of the Finance Committee, the Treasurer shall periodically recommend to the Board appropriate policies relating to responsible fiscal management controls.

10.04 With the approval of the Chair of the Board, the Treasurer shall assure that a certified public accountant is selected to periodically conduct a compilation, review, or audit, as may be required by law, of the financial books and records of the Corporation and prepare such reports to the Board of Directors as said accountant considers appropriate. All such reports and audits shall be delivered to the Chair of the Board.

10.05 The Treasurer shall not receive any compensation, salary or other remuneration for his services to the Corporation, but shall be reimbursed for any expenses which he may incur on its behalf.

10.06 The Treasurer shall perform such other duties and functions as the Chair of the Board may determine.

10.07 The Treasurer shall assure the filing of such state and federal tax returns and other reports, returns, and documents in the name and on behalf of the Corporation as may be necessary or appropriate.

10.08 The Treasurer, with the approval of the Chair of the Board, may delegate certain clerical functions associated with his office to any other director, employee or independent contractor of the Corporation.

## **ARTICLE XI.**

### **SECRETARY**

11.01 The Secretary shall make all of the arrangements necessary for the scheduling and holding of all meetings of the members and the Board of Directors of the Corporation, including the preparation and delivery of notices to each person entitled to attend such meeting.

11.02 The Secretary shall attend or delegate to attend all meetings of the Board of Directors of the Corporation and shall keep and maintain accurate minutes of all such meetings.

The minutes of these meetings, when approved by the Chair of the Board, shall be made a part of the Corporation's permanent records.

11.03 With the approval of the Chair of the Board, the Secretary may delegate certain clerical functions associated with his office to any other director, employee or independent contractor of the Corporation.

11.04 The Secretary shall receive and respond to all correspondence addressed to the Corporation, with the advice, where necessary, of other officers of the Corporation.

11.05 The Secretary shall perform such additional duties and functions as the Chair of the Board may determine.

11.06 The Secretary shall receive no salary, compensation or other remuneration for his services to the Corporation but shall be reimbursed for any expenses which he may incur on its behalf.

## **ARTICLE XII.**

### **MEETINGS**

12.01 The annual meeting of the Board of Directors of the Corporation shall be held at a time and place selected by the Board of Directors. The Secretary of the Corporation shall mail written notice via U.S. Postal Service or electronic mail of the time and place of each annual meeting of the Corporation to each member of the Board of Directors of the Corporation at least fifteen (15) days prior to the date set for the meeting. At the annual meeting, the Board of

Directors shall (i) hear reports from the Chair of the Board; (ii) elect, when appropriate, new members to the Board of Directors and new Officers; and (iii) transact such other business as may lawfully come before the meeting. In addition, special meetings of the Board of Directors for any purpose may be called at any time upon written notice mailed at least fifteen (15) days in advance of such meeting. Such special meetings may be called at the instance of the Chair of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice except announcement at the meeting, until a quorum shall have been obtained.

12.02 No notice of any meeting need be given any director who attends such meeting, unless any such director at the beginning of such meeting states any objection or objections to the

place or time of the meeting, to the manner in which it has been called or convened or to the transaction of business thereby. Further, notice shall not be required to be given any director who at any time before or after the meeting waives notice of the same in writing.

12.03 Any action required or permitted by these bylaws or otherwise to be taken at any meeting of the Board of Directors may be taken without a meeting, if written consent setting forth the action so taken shall be signed by a majority of the Directors, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board, as the case may be.

12.04 Members of the Board of Directors designated by such Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 11.04 shall constitute presence in person at such meeting.

### **ARTICLE XIII.**

#### **QUORUMS AND VOTING; RULES AND PROCEDURES**

13.01 A majority of the members of the Corporation's Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall be entitled to one vote.

13.02 Except as otherwise required by the Code, the Corporation's Articles of Incorporation or these bylaws, all decisions of Board of Directors shall be by majority vote of those present.

### **ARTICLE XIV.**

#### **DEPOSITS, CHECKS, LOANS AND CONTRACTS**

14.01 The funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the CEO shall select.

14.02 No contract, agreement, indenture, check, draft, endorsement, note, evidence of indebtedness, or other writing shall be valid and binding as against the Corporation unless the same is executed by any one of the following persons: the CEO, the Chair of the Board, the Treasurer, or any other individual specifically authorized by the CEO or the Board of Directors. Endorsements for deposits to the Corporation's bank account shall be made in any manner which the Board of Directors may from time to time authorize.

14.03 No loan, extension of credit or advance shall be contracted for on behalf of the Corporation except and to the extent that the same has been authorized by the Board of Directors, which authorization may be general or limited to specific instances. No asset or property of the Corporation may be pledged or encumbered to collateralize any loan made to the Corporation unless the same is specifically authorized by the Board of Directors.

## **ARTICLE XV.**

### **FISCAL PROVISIONS**

15.01 The Corporation's fiscal year shall begin on July 1 of each year and end on June 30 of the following year.

15.02 Following the close of the Corporation's fiscal year, its books and accounts shall be compiled by its independent outside auditors who shall thereupon forward a written report of the results of their compilation to the Board of Directors.

## **ARTICLE XVI.**

### **AMENDMENTS**

16.01 The Board of Directors of the Corporation shall have power to alter, amend, or repeal these bylaws or adopt new bylaws of the Corporation by an affirmative vote of two-thirds of those present at any regular meeting of the Board of Directors at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, that notice of the contemplated action concerning the bylaws is mailed via U.S. Postal Service or

electronic mail to each member of said Board at least twenty (20) days in advance of said meeting; and provided further, however, that a majority of the Board of Directors shall have approved such contemplated action concerning the bylaws.

**ARTICLE XVII.**  
**CORPORATE SEAL**

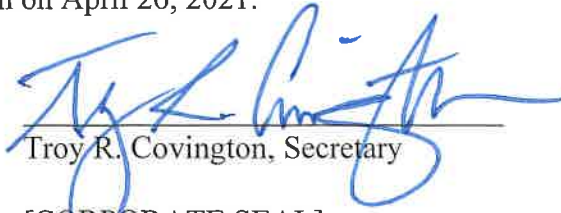
17.01 The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words "Corporate Seal" enclosed in parenthesis or scroll which shall also be deemed the seal of the Corporation.

**ARTICLE XVIII.**  
**CONSTRUCTION**

18.01 In referring herein to any officer or member of the Board of Directors, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.



I hereby certify that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors of the Corporation on April 26, 2021.

  
Troy R. Covington, Secretary  
[CORPORATE SEAL]

