



CHAMBLEE MIDDLE SCHOOL  
EDUCATION FOUNDATION, INC.  
3601 Sexton Woods Drive, Chamblee, GA 30341

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**BYLAWS  
OF  
CHAMBLEE MIDDLE SCHOOL EDUCATION FOUNDATION INC.**

**ARTICLE I**

**NATURE AND PURPOSE OF CORPORATION**

1.1 **Nonprofit Organization.** As a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, CHAMBLEE MIDDLE SCHOOL EDUCATION FOUNDATION, INC. shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable and educational purposes.

1.2 **Purposes.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and, subject to the foregoing and the Corporation's Articles of Incorporation, for other specific purposes as enumerated below:

- i. to support pursuit of educational excellence by Chamblee Middle School (CMS) within an environment that promotes parental and community involvement.
- ii. to secure additional resources to support the school's leadership position and pursuit of educational excellence for all students. The foundation strives to maximize its impact by encouraging collaboration between teachers, parents and community partners.

**ARTICLE II**

**BOARD OF DIRECTORS**

2.1 **Number.** The Board of Directors shall be composed of no fewer than eleven (11) members and no more than twenty-three (23) members. The Board of Directors may by resolution fix the precise number of members between the stated limits by increasing or reducing the number of elected Directors, but any reduction in the number of elected Board Directors shall take effect only at the expiration of the term of office of the members whose offices are to be eliminated or upon their earlier resignation.



2.2 Composition; Term of Office; Succession. The Board of Directors' composition will include the President, Vice President, Treasurer, Secretary and CMS principal. The members will also use good faith effort to ensure the following composition, at a minimum: at least two (2) CMS representatives of academic, fine arts, athletic and/or extracurricular activities to be identified annually by the CMS principal, and at least four (4) Directors selected from: (i) one (1) representative from the CMS Principal Advisory Council (or a similarly named organization), (ii) the President of the Parent Teacher Student Association or designee, (iii) the foundation's director of development if there is one, and (iv) at least two (2) additional members that represent the community at large. All members will be elected by the Board. The Board can create ex-officio director positions on an as-need basis. All elected directors shall maintain a term of office of two (2) years with the exception of the CMS principal, who will serve for the duration of his/her position. The term of office of each elected member shall commence upon the adjournment of the annual meeting at which such member is elected. At the end of his or her term, a director shall be eligible for remain as a member subject to reelection by the Board; provided, however, that no member may hold the same officer position for more than 2 consecutive terms.

2.3 Qualifications of Directors. A Director of the Board shall be at least eighteen (18) years old and reside within the State of Georgia at the time of their election. Each Director should provide the Corporation clear direction, access to resources and credibility in the community, and therefore must possess a wide range of insights, expertise and experiences. The Directors should also ensure representation of the communities that the Corporation serves, mainly CMS teachers and school leadership, parents and their children, the community of DeKalb County from which CMS draws its attendance and the wider education community that CMS intends to impact with its model of educational excellence.

2.4 Authority. The business and affairs of the Corporation shall be managed under the direction and authority of the Board of Directors. The Board of Directors may exercise all powers of the Corporation, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

2.5 Meetings. Generally, the Board will hold the following meetings:

1. Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers, and transacting such other business as may be brought before the meeting shall be held each year with notice in May.
2. Regular Meetings. The Board of Directors may by resolution provide for the time and the place of other regular meetings, and providing notice of such regular meetings. Generally, regular meetings will be held monthly during the school year.





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3. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any three (3) by members of the Board of Directors. Written notice of the time and place of such meeting shall be given to each member of the Board of Directors by electronic mail, by other electronic means, first class or air mail, facsimile or in person at least four (4) days before the meeting.
4. **Notice and Waiver for Meetings.** Written notice of the time shall be given to each member of the Board of Directors by electronic mail, by other electronic means, first class or air mail, facsimile or in person at least four (4) days before the meeting. Distribution of a schedule of regular meetings may be delivered at or before the beginning of the school year, and will serve as notice for all regular meetings noted on the schedule. The presumptive location for all meetings is a meeting space on the CMS campus; if the location is away from campus, the notice should provide the alternate location. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. The business to be transacted at and/or the purpose of, any meeting of the Board of Directors shall be stated in the notice or waiver of notice of such meeting. Any meeting may be held at any place within the Chamblee or Brookhaven city limits.

2.6 **Quorum.** A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

2.7 **Meetings by Telecommunication.** Any or all Directors may participate in any meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

2.8 **Email vote.** Any matters presented to the Directors for vote will require unanimous approval by two-thirds of the members and at least a 72-hour deadline will be established in the email for voting purposes. If there are any dissenting votes within the response window, the matter will not be approved before a subsequent in-person or telephone meeting followed by a vote.

2.9 **Written Consent.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all directors execute consent in writing.



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**2.10 Board Committees.** The Board of Directors, by resolution adopted by the affirmative vote of a majority of the entire Board of Directors, may create one or more committees of the Board comprised of at least an audit/finance committee, a nominating committee, a governance committee, and any other committee needed to conduct the business of the Corporation. Committees may include non-Board members provide that such committee has at least one designated lead who is a Board member. Any committee established by the Board may be dissolved or any member thereof may be removed only upon motion duly made by a Director and approved by the affirmative vote of a majority of the entire Board of Directors. All provisions of the Articles, these Bylaws, and the Code governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall apply equally to committees and their members. To the extent specified in a resolution of the Board, in the Articles, or in any provision of these Bylaws, each committee of the Board may exercise the Board's authority under the Code; provided, however, that no committee of the Board may:

- (1) Authorize distributions;
- (2) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
- (3) Adopt, amend, or repeal the Articles or these Bylaws.

**ARTICLE III  
OFFICERS**

**3.1 In General.** The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected by the Board of Directors. Each officer shall hold office until the end of the annual meeting of the Board of Directors next following the date of his or her election and until his or her successor has been elected and has qualified, or until his or her earlier resignation, removal from office, or death. Any two or more offices may be held by the same person, except that the same person shall not be both President and Secretary.

**3.2 President.** The President shall be the Chief Executive Officer of the Corporation and shall give general supervision and direction to the affairs of the Corporation, subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors, may call any regular or special meeting of the Board of Directors, shall speak for the Board of Directors at such times and places as he or she may deem appropriate. The President, or his/her designee, shall be responsible for the oversight and coordination of all committees

**3.3 Vice President.** The Vice President shall act in the case of the absence or disability of the President and shall have other duties as may be assigned by the President or the Board of Directors. The Vice President, or his/her designee, shall be responsible for the oversight of all funding requests and funding request process.

**3.4 Secretary.** The Secretary shall give notice of all meetings of the Board of Directors





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for which notice is required, shall keep the minutes of the proceedings of the Board of Directors, and shall maintain the general records of the Corporation.

3.5 Treasurer. The Treasurer shall be responsible for the maintenance of proper financial books and records of the Corporation, and shall have custody of its funds and other assets in accordance with the financial controls established by the Board, and shall pay its bills as authorized by and in accordance with the budget established by the Board .

3.6 Other Authority and Duties. Each officer, employee, and agent of the Corporation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the President acting under the authority of the Board of Directors.

3.7 Compensation. No salaries shall be paid to members of the Board of Directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Corporation. The Board of Directors may authorize reasonable compensation for the services of any officers who serve as employees or agents of the Corporation with the proviso that said authorization be obtained by an affirmative vote of at least two-thirds of all of the Directors then in office.

3.8 Removal. The Board of Directors may remove any officer or agent of the Board of Directors at any time with or without cause by the affirmative vote of a majority of the entire Board of Directors; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights. Any vacancy, however occurring, may be filled at any time by the affirmative vote of a majority of the entire Board of Directors.

3.9 Resignation. Any officer may resign at any time by delivering his or her written resignation to the Corporation addressed to the Chairman of the Board, if any, the President, or the Secretary, and such resignation shall be effective upon receipt unless it specifies otherwise.

3.10 Expenditures. Any expenditure of more than \$5,000 in any 12-month period shall first be approved by at least two-thirds of the Board of Directors represented at a meeting of the Board of Directors.

**ARTICLE IV  
CONFLICTS OF INTEREST**

4.1 No member of the Board of Directors, or any of its committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with Chamblee



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Middle School Education Foundation, Inc.

4.2 Each individual shall disclose to the organization any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

4.3 Any member of the Board, any Committee member, or Staff who is an officer, board member, a committee member, or employee of a client organization or vendor of Chamblee Middle School Education Foundation, Inc. shall identify his or her affiliation with such entity; further, in connection with any committee or board action specifically directed to that agency, s/he shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

4.4 Any member of the Board or of any Committee shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time during the term of their affiliation.

**ARTICLE V**  
**DEPOSITORIES, SIGNATURES, AND SEAL**

5.1 Depositories. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

5.2 Execution of Legal Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the President, Vice-President, Treasurer or other such general or committee member(s) as the Board may designate by resolution.





ARTICLE VI  
INDEMNITY

6.1 Actions Against Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

6.2 Advance for Expenses of Directors and Officers. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Article 5.1 above or that the proceeding involves conduct for which liability has been eliminated by the Corporation's Articles of Incorporation; and

(2) The director or officer furnishes the Corporation a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE VII  
AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS

The Board of Directors shall have the power to alter and amend the Articles of Incorporation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the



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directors with respect to the Articles of Incorporation or Bylaws shall be taken by an affirmative vote of at least two-thirds of all of the directors then in office.

I hereby certify that the foregoing is a true and correct copy of the Bylaws of the Corporation, duly adopted by the Board of Directors of the Corporation, effective the 9 day of June, 2019.

J. Lawson  
Secretary Jasmine Lawson