

Bylaws of Oglethorpe Charter School, Inc.

This edition of the Bylaws, including changes herein, was approved by the Governing Board on January 26, 2009.

Article 1. Name

The name of the corporation is: "Oglethorpe Charter School, Inc.*"

* The Governing Board authorized a change of name from "Oglethorpe Academy, Inc." to "Oglethorpe Charter School, Inc." on March 27, 2003.

Article 2. Purpose and Mission of the Corporation

Section 1. Purpose

The corporation is organized, and will be operated, exclusively for charitable, literary, educational, and cultural purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the "Internal Revenue Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Mission

The mission of Oglethorpe Charter School is to provide a safe, nurturing atmosphere in which to guide a diverse student body in the development of character and academic potential through a rigorous, content-rich, hands-on curriculum, and an on-going character-enrichment program that lead to an understanding of virtuous behavior and civic responsibility. High standards of teaching, study, and conduct are central to the mission of Oglethorpe Charter School, standards that will lead to academic excellence and strong moral fiber. Parent involvement is critical to Oglethorpe Charter School's mission.

Article 3. Officers And Executive Committee of the Corporation

Section 1. Executive Committee Personnel and Term

The officers shall consist of a president, vice president, and finance vice president, all of whom shall be voting members of the Governing Board. The principal of the school, hereinafter referred to as the administrator, will attend Executive Committee and Governing Board meetings as a non-voting participant.

The term of each office shall be for one year, except as otherwise may be provided in these bylaws (See Art. 3, Sec. 5.).

Section 2. Executive Committee Purpose

The Executive Committee shall set the agenda for all Board meetings and may make recommendations to the Board.

Section 3. Duties of Officers

The powers and duties of the officers shall be as follows::

A. President

The president shall be the chief executive officer of the corporation and shall have general and active management of the operation of the corporation. The president shall be responsible for overseeing the administration of the school, including general implementation of the policies and management of the financial affairs of the corporation. The president shall be chairperson of the Executive Committee, shall preside at meetings of the Governing Board, and shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governing Board.

B. Vice President

The vice president shall assist the president in all areas as requested by the president or by the Governing Board and shall assume the duties of the president in his or her absence.

C. Finance Vice President

The finance vice president shall be the chief financial officer of Oglethorpe Charter School. The finance vice president shall oversee the management of the financial affairs of the corporation and shall have the responsibility to recommend actions concerning the corporation's financial affairs to the president, administrator, and Governing Board. He/she shall, with the administration's assistance, develop Oglethorpe Charter School's budgets and shall develop long-range financial goals that shall be presented to the Governing Board. The finance vice president will oversee that all records are maintained accurately by the school's bookkeeper and will present a financial report at each Governing Board meeting. He/she shall have the authority and responsibility for the safekeeping of the funds, securities, and other assets of the corporation and shall serve as an advisor on all financial matters relating to the management and operation of the corporation's assets. The finance vice president shall be responsible for assisting with the preparation of an annual report and have the accounting records audited as needed by a certified public accountant. The finance vice president is responsible for making sure that the school complies with local, state, and federal guidelines, and for filing the school's income tax forms. He/she will be the keeper of the corporation's seal.

Section 4. Nomination/Election

The Nominating Committee will nominate a slate of officers to the Board at or before the May Board meeting. Independent nominations for individual positions will also be accepted from voting board members at that meeting. Independent nominations must be seconded to stand.

The Governing Board will elect officers at the next meeting from the accepted nominations in the following order when applicable: President, Vice President and Financial Vice President. Election is by majority vote. The Officer presiding over the meeting will vote only in the event of a tie. In the case of a plurality, the nominee with the least votes will be removed from the ballot and the process continue until a majority is reached. The elected officers shall assume their duties at the July Board meeting.

Section 5. Vacancies/Removals.

A vacancy in the office of the president shall be filled by the vice president. Vacancies of other offices shall be filled by the Governing Board. The Board will receive proposals for replacement officers from the Nominating Committee, but the Board will set a minimum time in which to receive the proposed replacements in situations where the Board judges that early action is needed. The Board may reject the proposed replacements and may call for additional names as replacements. The Nominating Committee may recommend that the proposed replacements continue in these offices the following year, but such recommendations are subject to Board approval.

At a meeting with respect to which notice of such purpose is given and a quorum present, upon two-thirds majority vote, the Governing Board may remove an officer from office for dereliction of duty or for any reason that it deems necessary.

Section 6. Compensation of Officers

The officers shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by an officer in furtherance of the corporation's purposes.

Article 4. Governing Board

Section 1. Personnel and Terms

The Governing Board will consist of thirteen members, six of which will be parents of children who attend Oglethorpe Charter School and who are not employed by the Board of Education. Two members will be teachers currently employed at the school. Five members will be community members at-large who are not employed by the Board of Education. The administrator will participate in Governing Board meetings as a non-voting participant. The term of the administrator's function with the board will coincide with his/her contract of employment. Parent and Teacher terms will be 2 years. Community Representative terms will be for one year. The three officers of the corporation will be members of the Governing Board.

In the event that a parent member of the Governing Board is the parent of an eighth-grade student at the school, will not have children attending the school in the subsequent year, and is in the first year of his or her elected term as a parent representative, the board may allow the the member to complete the term as a parent representative OR appoint the member to a community member at-large position OR declare the seat vacant and fill it according to the provisions of the bylaws (See Art. 4, Sec. 5.).

The Board will appoint a Parliamentarian who shall participate in Governing Board meetings as a non-voting participant. Such an appointment will be for a one year term. Nominations for this position will originate in the Nominating Committee.

Section 2. Duties/ Responsibilities

The affairs of the corporation shall be controlled and administered by the Governing Board. The Governing Board shall have complete responsibility for managing the school, subject to the management and control of the Savannah/Chatham County School Board as provided in the Charter and in a manner consistent with the constitution. The duties of the Governing Board of the corporation shall be to: (1) serve as the policy-making body of the corporation within the limitations of the Charter and consistent with federal and state law, (2) set immediate goals for the current fiscal year and long-range plans and goals for future development and (3) elect the chairpersons of various committees as the Governing Board may find desirable.

Each Governing Board member is responsible for attending all board meetings, an annual retreat when offered, and any board training sessions. Governing Board members are also responsible for serving as a member of or as liaison to a committee when requested by board action.

Board members will initiate requests and questions to school employees concerning school management and operations through the school administrator except for the following circumstances:

- 1) When asking a faculty Governing Board member for information.
- 2) When an officer or a committee member is exercising a role authorized by the Bylaws and/or by Board approval of a committee function (e.g., Art. 3, Sec. 3., Officers Duties; Art. 5, Sec. 6, Personnel Committee Duties).
- 3) When a parent Governing Board member seeks information and/or some consideration bearing upon his or her child's situation at the school.

Section 3. Conflict of Interest

Governing Board members are obligated to abstain from official board actions in which they have a conflict of interest in relation to the business under consideration by the board. If there is a question regarding such a possible conflict of interest, then the issue will be settled by majority vote of the Governing Board.

Section 4. Nomination/Election

The Nominating Committee and the Governing Board shall implement the process of securing board members in a manner that ensures that three of the board members are the three officers of the corporation.

The two teacher members will be elected in alternate years. One half of the number of parent members will be elected in even numbered years, with the remaining parent members elected in odd numbered years.

The parents of Oglethorpe Charter School will elect the parent representatives for open positions from a slate presented by the Nominating Committee. The nominating committee should strive to present a slate to total no fewer than two candidates for each open position. The slate of candidates shall be presented to the Governing Board first for approval at or before the April Board meeting and then to the parent body one month prior to a ballot being delivered to all Oglethorpe Charter School parents. The process and deadline for making independent nominations will be provided in this correspondence. Independent nominations to any slated position may be made in writing if the nominee(s) have confirmed their willingness to serve. If these independent nominations are submitted to the Nominating Committee chairperson one week prior to the deadline for ballot delivery, then they will be included on the ballot. The positions will be filled with those parents receiving the highest number of votes. The votes will be counted in a manner proposed by the Nominating Committee and approved by the Board. A tie will be decided by the toss of a coin. Tabulation records will be submitted to and maintained by the Administrator for use if needed under Art. 4, Sec.5. The election must be completed in order for the results to be reported at the June Board meeting. These elected board members shall assume their duties at the July Governing Board meeting

The Governing Board will appoint the community members at the June meeting, and these community members will begin their terms of service at the July Governing Board meeting

The currently employed teaching staff will elect their teacher representatives in time for the results to be reported at the May Board meeting. These newly elected representatives will begin their terms of service at the July Board meeting.

The Board of Governors may, from time to time, stipulate that one or more of the board terms be for one year in order to equally stagger the terms within each member category.

Section 5. Vacancies/Removal

In the event of the resignation, death, or removal from the Governing Board of a parent member, the Nominating Committee will ask the parent that received the next highest number of votes from the most recent election of parent representatives to fulfill the vacant term. If, asked in order of votes, none accept, then the Governing Board shall, after having consulted with the Nominating Committee, appoint a parent to fulfill the position. Any community member who leaves the board shall be replaced by Governing Board appointment. Teacher representatives who leave the board shall be replaced by a staff election of a replacement for the remainder of the term.

At a meeting with respect to which notice of such purpose is given and a quorum present, upon two-thirds majority vote, the Governing Board may remove a Governing Board member for any reason. In case of the resignation or removal of board members, other than officers, the newly elected board member will be installed for the remainder

of the original term of the original member. The terms for replacement officers are treated in Article 3, Sec. 5.

Section 6. Meetings

The Governing Board of the corporation shall meet at least once a month to, among other things, discuss the operation of the school, hear reports and updates from board members, consider and adopt policies, and address requests and concerns from parents, students, and teachers. Additional meetings may be called at the discretion of the president and shall be called upon written request of three members of the Governing Board with at least five days' notice. Notice of any special meeting of the board shall state the purpose or purposes for which the meeting is called. All Governing Board members are required to attend board meetings. If a board member must be excused from a meeting, the president must receive 24-hours notice. After two unexcused absences, a board member could be asked to resign or be removed from the board. The president of the governing board shall preside at all meetings of the Oglethorpe Charter School Governing Board.

Section 7. Quorum

At all meetings of the Governing Board, seven (7) members of the board shall constitute a quorum for the transaction of business. If the board membership should fall to fewer than eight (8) members in a precipitous manner (i.e., without the board having had reasonable time and opportunity to secure replacement members), then of the remaining members of the board, half of these members plus one will constitute a quorum. Except as otherwise specifically provided herein, all resolutions adopted and all business transacted by the Governing Board shall require the affirmative vote of a simple majority of the board members present at the meeting.

Section 7. Compensation

The members of the Governing Board shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by the board members in furtherance of the corporation's purposes.

Article 5. Committees

Section 1. Purpose and Selection

All committees represent and implement activities related to the continuing mission of Oglethorpe Charter School. Standing and special committees of the Governing Board of the corporation, including their names, duties, and composition, may be created or dissolved by a majority vote of the Governing Board. The chairperson of all committees shall be approved by the Governing Board. The president is authorized to recommend chairpersons and may appoint other members to these committees, but the members to be appointed must be identified to the board, thereby giving the board opportunity to advise on these appointments.

All members of all committees are obligated to abstain from official committee action when the member has a conflict of interest relative to the business under consideration

by the committee on which they serve. If there is a question regarding such a possible conflict of interest, then the issue will be referred to the Governing Board, which will decide the issue.

Section 2. Standing Committees

Standing committees include but are not limited to Assessment, Facilities, Nominating, and Personnel. Each standing committee will have a Governing Board liaison, and the committee will report directly to the board through this liaison person.

Standing committees include:

1. Assessment

The Assessment Committee will coordinate the assessment of Oglethorpe Charter School and will develop surveys for this purpose, with input from the administrator and Governing Board.

A. The parents, guardians, faculty, staff, students, and Governing Board members will have an opportunity to annually evaluate the Oglethorpe Charter School program. Results will be distributed to these constituents and will be included in the Annual Report.

B. The Board will annually evaluate the administrator, using the following guidelines. Performance feedback will be solicited from parents, students, faculty and staff, and board members through an annual survey. Additional anecdotal comments will be solicited from board members in a closed personnel meeting. The president will prepare a formal evaluation that will be reviewed by members of the Personnel Committee. The evaluation will be presented by the president to the administrator at a personnel meeting. The board will annually establish the administrator's salary increase based on a positive evaluation.

C. Faculty and staff will be evaluated annually by the administrator.

2. Facilities

The Facilities Committee will work with the staff, the Governing Board, and the Savannah-Chatham Board of Education to have a well-maintained, safe building for students, staff, and parents of Oglethorpe Charter School.

3. Nominating

The Nominating Committee will consist of five members: the chairperson, two rising seventh-grade parents, and two rising eighth-grade parents. The Governing Board will establish guidelines for this committee to use in determining its slate. The Nominating Committee will be responsible for recruiting committed and skilled parents, faculty, and community members to serve on the Governing Board and as officers

4. Personnel

The Personnel Committee will consist of three members. All members shall be a members of the Governing Board of Oglethorpe Charter School. One must be a parent representative.

The president of the Governing Board will receive nominations from any source for these three committee members and will review them with the Governing Board in a timely manner so as to ensure that the committee is fully staffed throughout the year. The Governing Board must approve the members and chairperson of this committee.

The primary liaison between the employees of the Oglethorpe Charter School and the Personnel Committee will be the school administrator, who will also serve as consultant to the committee when called on to do so by the committee or by the Governing Board. The Personnel Committee may confer with employees directly as it may deem necessary.

The duties of the Personnel Committee are:

A. To review recommendations for employment of faculty and staff that come from the administrator and to pass on these recommendations to the Governing Board along with committee recommendations. Each recommendation will include the documented credentials of up to three of the best candidates as judged by the administrator if there are more than two candidates for a position. Whenever time and circumstances permit, the administrator should select two or more of the school's professional staff who are qualified, in the administrator's judgment, to critique the candidates and should invite these staff members to review the credentials of the applicants and offer written comments. Arranging an opportunity for these staff persons to participate in interviews with candidates is desirable, but the administrator will judge whether this process can be reasonably implemented. The staff comments are to be included in the sets of credentials that come to the Personnel Committee.

B. The Personnel Committee will make recommendations to the Governing Board regarding the employment of an administrator after the committee has examined the credentials of candidates and has received comments from Oglethorpe Charter School professional staff who hold an official leadership position at the Charter School and who have been given an opportunity to review the credentials of the candidates. The credentials of all of the applicants for administrator, plus the committee and staff comments, will go to the Governing Board for its review.

In regard to dismissal of a faculty or staff member, the Personnel Committee will receive recommendations from the administrator and will make recommendations to the Governing Board, which holds authority for dismissal or non-renewal of all employees of Oglethorpe Charter School.

C. To review personnel policies and staff contracts and to recommend changes as needed to the Governing Board.

D. To review financial and other compensation or benefit features of Oglethorpe Charter School employees and make recommendations regarding such to the Governing Board.

E. To coordinate exit interviews with staff and faculty who leave employment at Oglethorpe Charter School and to maintain records devoted specifically to these exit interviews. If the Personnel Committee deems needed, to confer with the administrator and/or Governing Board regarding issues that may result from these interviews.

F. To review and make recommendations concerning the employee grievance procedures.

G. To evaluate annually the professional performance of the administrator, taking into consideration goals set by and for the administrator, achievements related to these goals and other achievements, information provided by the Assessment Committee, and other information judged to be pertinent to this professional performance. This other information includes the anecdotal comments solicited from Governing Board members and the president's formal evaluation of the administrator as called for in paragraph B of the Assessment Committee's description. The Personnel Committee's evaluation will be reported to the board in a closed meeting of the board, which may modify the evaluation if it chooses. After board consideration, the president will present the evaluation to the administrator in a Personnel Committee meeting (as called for in paragraph B of the Assessment Committee).

Section 3. Special Committees

Special committees will be appointed by the Governing Board as needed.

Article 6. Seal

The seal of the corporation shall be in such form as the Governing Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the president of the corporation followed by the word "SEAL" enclosed in parentheses or scroll, shall be deemed the seal of the corporation. The Finance Vice President shall be in charge of the seal and shall affix the seal on all corporate papers where necessary or appropriate.

Article 7. Amendments

Section 1: Articles of Incorporation

Articles of Incorporation may be amended by a simple majority of the members of the Governing Board present at any regular, annual, or special meeting of which notice of such purpose is given and a quorum present.

Section 2. Amendment of Bylaws

These Bylaws may be temporarily amended by a simple majority vote of the Governing Board present at any regular, annual, or special meeting where a quorum of the Governing Board is present. For such an amendment to become permanent, it must be reaffirmed by a majority vote of the Governing Board at the following meeting, of which notice of such purpose is given and a quorum present. If not reaffirmed in this manner, the temporary amendment, and any business conducted under the temporary amendment is void. Notice of any permanent amendments to the bylaws shall be provided to the Savannah Chatham County Board of Education within fifteen (15) days of the vote enacting the amendment.

Article 8. Indemnification

Section 1:

The corporation shall, upon a request to do so pursuant to Section 8.2 of these bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a member of the Governing Board, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a member of the Governing Board, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the maximum extent allowed by Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code, upon the determination by the corporation that such indemnification is proper in accordance with Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation.

Section 2:

In order to obtain indemnification under Section 8. 1 of these bylaws, the person (s) seeking indemnification shall request such indemnification of the corporation by notifying the corporation of the following:

- (a) the substance and amount of the claim or claims alleged against him or her
- (b) the forum in which such claims have been asserted
- (c) the date or dates upon which such claims were asserted
- (d) the defenses made or intended to be made to such claims
- (e) the current status of such claims
- (f) the date upon which, or the period within which, resolution of such claims can reasonably be expected; and

(g) the anticipated amounts, or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Within sixty (60) days of its receipt of such notice, the corporation shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided in Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. If the corporation fails to take such action, the person seeking indemnification may call a special meeting of the Members of the Governing Board of the corporation at the principal office of the corporation. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with Article 4 of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the corporation requesting indemnification with his or her notice to the board members of the special meeting.

Section 3:

If the corporation or Savannah/Chatham County Board of Education purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to this Article 8, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

Section 4:

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members of the Governing Board, or by an insurance carrier pursuant to insurance maintained by the corporation or Savannah/Chatham County Board of Education, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, the corporation shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation Code, send to the members of the Governing Board of record at the time entitled to vote for the election of board members a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Section 5:

For purposes of this Article Twelve, and with respect to any merger or consolidation involving the corporation, references to "the corporation" shall include, in addition to the surviving or new corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation, so that any person who is or was a member of the Governing Board, officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as a member of the Governing Board, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under Section 8.1 of these bylaws with respect to the resulting or surviving

corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

Section 6:

The indemnification and advancement of expenses provided by or granted pursuant to this Article 8 shall, unless otherwise provided when authorized or, ratified, continue as to a person who has ceased to be a member of the Governing Board, officer, employee or agent and shall inure to the benefits of the heirs, executors, and administrators of such person.

Section 7

The right of indemnification provided in this Article Eight shall not be exclusive of any rights to which any member of the Governing Board, officer, employee, or agent of the corporation may now or hereafter become entitled apart from the Article Eight.

Section 8

Any repeal or modification of this Article Eight or any applicable provision of the law of Georgia shall not affect the corporation's rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

PROPOSED AMENDMENT TO BYLAWS

Article 4. Governing Board

Section 1. Personnel and Terms

The Governing Board will consist of thirteen members, six of which will be parents of children who attend Oglethorpe Charter School and who are not employed by the Board of Education. Two members will be teachers currently employed at the school. Five members will be community members at-large who are not employed by the Board of Education. The administrator will participate in Governing Board meetings as a non-voting participant. The term of the administrator's function with the board will coincide with his/her contract of employment. Parent and Teacher terms will be 2 years. Community Representative terms will be for one year. The three officers of the corporation will be members of the Governing Board.

In the event that a parent member of the Governing Board is the parent of an eighth-grade student at the school, will not have children attending the school in the subsequent year, and is in the first year of his or her elected term as a parent representative, the board may allow the the member to complete the term as a parent representative OR appoint the member to a community member at-large position OR declare the seat vacant and fill it according to the provisions of the bylaws (See Art. 4, Sec. 5.).

The Board will appoint a Parliamentarian who shall participate in Governing Board meetings as a non-voting participant. Such an appointment will be for a one year term. Nominations for this position will originate in the Nominating Committee.

To be Amended to Read As Follows:

Section 1. Personnel and Terms

The Governing Board will consist of ~~thirteen~~ eleven members, six of which will be parents of children who attend Oglethorpe Charter School and who are not employed by the Board of Education. ~~Two members will be teachers currently employed at the school.~~ Five members will be community members at-large who are not employed by the Board of Education. The administrator will participate in Governing Board meetings as a non-voting participant. The term of the administrator's function with the board will coincide with his/her contract of employment. Parent and Teacher terms will be 2 years. Community Representative terms will be for one year. The three officers of the corporation will be members of the Governing Board.

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