

**BYLAWS  
OF  
Arrow Academy of Excellence Charter School**

**ARTICLE I**

**INTRODUCTION; LEGAL STATUS**

**Section 1: Name, Location and Address.** The name of the charter school is Arrow Academy of Excellence Charter School (hereinafter referred to as the "School"). The School is located at 645 Semmes Street, Memphis, TN 38111.

**Section 2: Legal Status:** The School is a charter school pursuant to Tennessee Public School Act of 2002 and approved by Memphis City Schools now the Shelby County Unified School System. The Governing Board of the School is an independent body under the authorization of the Olivet Sharing Corporation. The Board plans and directs all aspects of the school's operations.

**Section 3: Statutes:** The School shall operate in accordance with Tennessee Public Schools Act of 2002.

**ARTICLE II**

**PURPOSE AND MISSION**

**Section 1: Purpose and Mission.** The purpose of the School is to provide education to children from grade K to grade 3 and shall be operated exclusively for educational purposes with a stated mission of preparing, developing and launching learners on a trajectory for college and career readiness, to compete globally and contribute locally.

**Section 2: Non-Discrimination.** The School shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the school or in its admission policies for students. Further, the school shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. The School shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Tennessee.

**ARTICLE III**

**GOVERNING BODY**

**Section 1: Powers and Duties.** The business, affairs, and property of the School shall be managed by a Board of Directors. Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

- (a) Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- (b) To make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for

and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission.

- (c) To develop an annual School schedule of events and activities;
- (d) Establish and approve all major educational and operational policies;
- (e) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- (f) To hire, supervise and direct an individual who will be responsible for the day-to-day operations of the School;
- (g) To develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- (h) To submit a final budget to the state pursuant to statute and regulation;
- (i) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- (j) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition.
- (k) To ensure ongoing evaluation of the School and provide public accountability;
- (l) To uphold and enforce all laws related to charter school operations;
- (m) To improve and further develop the School;
- (n) To strive for a diverse student population, reflective of the community;
- (o) To ensure adequate funding for operation;
- (p) Solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds;
- (q) Carry out such other duties as required or described in the School's Charter.

**Section 2: Qualifications; Election; Tenure.** . The Board of Directors shall consist of not less than five and not more than nine Directors. The Director of the charter school shall be a non-voting member of the Board of Directors. As required by law (TCA§49-13-104) The Board of Directors shall contain at least one parent representative whose child is currently enrolled in the School. All Board members shall be devoted to the purpose and mission of the School and shall represent the interests of the community. Directors shall be elected for three year terms. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election in any year, unless a vacancy(ies) needs to be filled. A new slate of Board of Directors will be elected by the formation board and the Olivet Sharing Cooperation Board. The new board will assume office no later than September 1, 2013.

**Section 3: Annual Meeting.** The annual meeting of the Board shall be held at the School in July of each year as the Board may determine. The annual meeting shall take the place of the regularly scheduled monthly meeting. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each member of the Board at least three (3) business days prior to the date fixed for the annual meeting. Notice of the meeting must also be provided in accordance with Tennessee's Open Meeting Law. The annual meeting shall be for the purpose of electing officers and new Board members and for the transaction of such business as may come before the meeting.

**Section 4: Regular and Special Meetings.** The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once a quarter and shall be held in the county in which the School is located. Special meetings of the Board may be called at any time by the Chairperson or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the meeting must be provided in accordance with Tennessee's Open Meeting Law. Notice of the time and place of every regular or special meeting shall be given to each member of the Board by first class mail, email or by phone call at least three (3) business days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Board meeting shall be taken and shall be approved by the Board and kept at the School.

**Section 5: Agenda.** An agenda must be produced for each regularly scheduled board meeting in order to provide effective and efficient meeting practice.

(a) Committee Reports shall be provided in written format and unless the relevant committee or the Board requests a recommendation for decision or substantial discussion.

(b) In addition to previously requested agenda items, any Board member may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School's supervising employee or administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Tennessee's Open Meeting Law.

**Section 6: Quorum.** A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not permitted.

**Section 7: Vacancies.** Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy resulting from death shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified. Any Director elected to fill a vacancy resulting from removal or resignation shall be elected for a new term.

**Section 8: Committees.** The Board may designate from among its members, by resolution adopted by a majority of the entire Board, an Executive Committee, a Personnel Committee, a Finance Committee, an Academic Committee and one or more other committees, each of which shall consist of at least one Director and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers to contract or financial or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meeting shall be conducted in accordance with Tennessee's Open Meeting Law.

**Section 9: Removal.** Any member of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office, excluding the member at issue whenever in their judgment such removal would serve the best interests of School.

**Section 10: Resignation.** A resignation by a Board member shall be effective upon receipt by the Chairperson of a written communication of such resignation.

**Section 11: Participation by Telephone.** To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

**Section 12: Proxy Voting.** Proxy voting is not permitted.

**Section 13: Compensation.** No member of the Board shall receive any compensation for serving in such office; provided that, the School may reimburse any member of the Board for reasonable expenses incurred in connection with service on the Board. Any such reasonable expenses that are not reimbursed by the School shall be construed as a gift to the School.

**Section 14: Closed Sessions.** Any Board member may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality as approved by Tennessee's Open Meeting Law. All persons except Board members may be excluded from such Closed Sessions at the discretion of the Chair. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said Closed Session. No action may be taken in a Closed Session.

**Section 15: Orientation/Training.** New Board members shall be given an orientation by the Board prior to their first Board meeting. Written materials shall be provided in the form of a Board packet. All Board members shall be provided general board training no less than one time per year. Board members not participating in training shall be subject to removal.

**Section 16: Protocol.** The Board shall use Robert's Rules of Order. If a Board member is unable to attend a Board meeting, the Board member shall contact the Chairperson, Administrator or designated supervising employee prior to the meeting.

**Section 17: Public Comment.** Time shall be set aside at each Board and Committee meeting for public comment. After the speaker identifies his or her name, address and affiliations, public comment shall be limited and shall be stated as such on the Agenda.

#### **ARTICLE IV OFFICERS**

**Section 1: Number:** The officers of the School shall include a Chair, Vice-Chair,

Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

**Section 2: Election and Term of Office.** The Board shall elect and appoint all officers of the School at the annual meeting of the Board, which officers shall be installed in office at such annual meeting to serve for terms of one year and until their successors have been duly elected and qualified. Should there be more than one nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

**Section 3: Removal of Officers.** Any officer of the School may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting of the Board.

**Section 4: Chair.** The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The Chair of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

**Section 5: Vice-Chair.** In the absence of the Chair of the Board or in the event of the Chair's disability, inability or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting, shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

**Section 6: Secretary.** The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the Board from time to time. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

**Section 7: Treasurer.** The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Board member. The Treasurer shall be charged with safeguarding the assets of School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

**Section 8: Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

## **ARTICLE V**

### **STAFF**

The Board may appoint one employee to function as the administrator of the School (the "Administrator"). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School. Such person shall administer the School in accordance with Board direction and generally accepted educational practice.

## **ARTICLE VI**

### **PARENT ASSOCIATION**

There shall be a Parent Association to facilitate parent involvement with the School. The Parent Association shall have the right to select from those of its members who have participated in a School provided orientation program, a member to be on the Board.

## **ARTICLE VII**

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

**Section 1: Contracts.** The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

**Section 2: Loans.** No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the School.

**Section 3: Checks, Drafts, and Notes.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School and in such manner as shall be determined by the Board. The Chair and Administrator are authorized and required to sign all checks over the amount of \$1000.00.

**Section 4: Deposits.** All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Tennessee as the Board may select.

**Section 5: Gifts.** The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or any special purpose of the School.

**Section 6: Fiscal Year.** The fiscal year of the School shall begin on July 1 and end on June 30.

## **ARTICLE VIII PROPERTY**

The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by the Chair in the name of the School, and such instrument shall be duly approved by the Secretary or Treasurer of the School.

## **ARTICLE IX INDEMNIFICATION**

The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Board member, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Board member, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

## **ARTICLE X AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Director at least five (5) days prior to the meeting. Bylaws may not be amended without the approval of the school's sponsor.

## **ARTICLE XI DISSOLUTION**

**Section 1: Revocation of Charter or Dissolution.** If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the School, after satisfaction of all outstanding claims by creditors, shall be disposed of to the State of Tennessee or the sponsor to dispose of as they see fit.

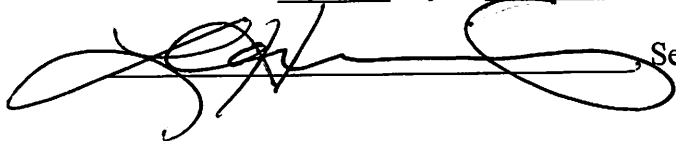
## **ARTICLE XII PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.

**CERTIFICATION**

I hereby certify that I am the duly elected and acting Secretary of the School, and that the foregoing Bylaws constitute the Bylaws of the School, as duly adopted by unanimous vote of the Board of Directors.

DATED this 13<sup>th</sup> day of February, 2014.

 Secretary



# **OLIVET SHARING CORPORATION**

## **Resolution Approving Board Members of Arrow Academy of Excellence**

**WHEREAS**, Olivet Sharing Corporation (OSC) served as sponsoring agency for the newly created public charter school, Arrow Academy of Excellence (AAE), through the TN State Board of Education, and was formally issued charter school status by the State of Tennessee, for AAE; and

**WHEREAS**, Upon AAE receiving its charter school status in 2012, certain members of the AAE Development Team transitioned into an AAE Formation Board for the purpose of making initial business decisions and preparations to guide AAE into full operational status in anticipation of its first year of school operations in August 2013, for the school year of 2013 - 2014; and

**WHEREAS**, AAE is now operationally underway in its first year of operations and is nearing occupancy of its intended school/educational facility at 645 Semmes St, and herewith in accordance with State of Tennessee Charter School guidelines, Olivet Sharing Corporation must establish AAE's formal governance board – the AAE Board of Directors.

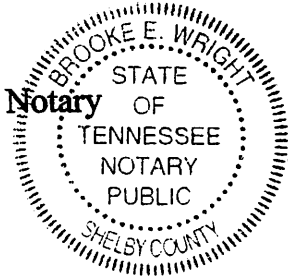
**NOW, THEREFORE, BE IT RESOLVED** that the OSC Board of Directors hereby appoint and designate the following named persons as official members of the Arrow Academy of Excellence Board of Directors, as noted herein to serve terms so designated, and to serve in appointed roles as specified herein on the AAE governing Board to serve with all duly authorized authority vested therein.

<b>Board Member Name</b>	<b>Term</b>
Barbara Conway, Board Chair-	4 years
Derrick Henson, Board Member-	4 years
LaJoyce Harris, Board Member -	5 years
Loretta Webber, Board Member -	5 years
Preston King, Board Member -	5 years

**BE IT FURTHER RESOLVED**, that the appointed AAE Board Members serve in capacities as the Board so designates through their normal course of Board deliberations and governance roles as outlined in the AAE By Laws, and within all governing and legal guidelines and standards, as applicable within the local education agency (Shelby County Schools), and the State of Tennessee Office of Charter Schools, and all other relevant local, state and federal laws as may be applicable.

Board Signature / Approval: Mr. DeShay Date: 10-15-2013

Title: Chairman of Board



10-15-13  
Brooke Wright