

BYLAWS
OF
DEKALB SCHOOLS FOUNDATION, INC.

ARTICLE ONE
Name and Purpose

1.1 Name. The name of the Foundation is the DEKALB SCHOOLS FOUNDATION, INC. (the “Foundation”).

1.2 Registered Office and Agent. The Foundation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is the same as the address of the registered office. Any changes thereto shall be made only in accordance with the Georgia Nonprofit Corporation Code and by the execution and filing with the Secretary of State of such forms and other papers as are required by the Secretary of State.

1.3 Other Offices. The Foundation may have other offices at such place(s) within or without the State of Georgia as the Board of Directors may determine from time to time or the affairs of the Foundation may require or make desirable.

1.4 Purpose. The purposes of the Foundation are:

- (a) to assist and support the DeKalb County School District (the “District”) in providing more extensive and strengthened educational opportunities, services and programs to its constituent schools, faculty, staff, current students and graduates, by soliciting and making gifts, grants, bequests, devises, contributions and donations;
- (b) to engage in activities such as, but not limited to, soliciting gifts for the Foundation and the District, encouraging third-parties to enter into partnerships and alliances with the District, and generating publicity for and on behalf of the Foundation and the District that, in each case, will support the activities and operations of the District; and
- (c) to have such other powers and engage in all activities permitted by the Georgia Nonprofit Corporation Code and O.C.G.A. § 20-2-64; provided, however, that the Foundation is organized and shall be operated exclusively for educational and charitable purposes as such terms are defined by Section 501(c)(3) of the Internal Revenue Code, and no part of the Foundation’s net earnings shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the Foundation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), and the Foundation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distributing of statements. The Foundation shall comply with the District’s Statement of Non-Discrimination in effect from time.

1.5 Distribution of Assets Upon Dissolution. In the event of the dissolution of the Foundation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights shall not be transferred to private ownership, but shall be transferred and set over to an organization which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and which is engaged in activities substantially similar to

those of the Foundation carried out in furtherance of the purposes specified in Section 1.4 and, if none be then in existence, then such funds or property or rights thereto shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by the Chief Judge of the Superior Court of DeKalb County, Georgia.

ARTICLE TWO Board of Directors

2.1 Authority and Responsibility of the Board of Directors. The direction and management of the affairs of the Foundation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"). All powers, duties, and functions of the Foundation conferred by the Articles of Incorporation, Bylaws or otherwise by law shall be exercised, performed, or controlled by the Board. The Board shall determine the Foundation's policies or changes thereto and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Foundation as it deems advisable and may delegate certain of its authority and responsibility to an executive committee as further provided herein. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws, and the fundamental and basic purposes of the Foundation, as expressed in the Articles of Incorporation and these Bylaws.

2.2 Board of Directors. The Directors shall consist of not less than five (5) nor more than thirteen (13) Directors, one (1) of whom shall be the Superintendent of the District.

2.3 Manner of Appointment. The initial number of Directors shall be set by the DeKalb County Board of Education, who shall also appoint the initial Directors, other than the Superintendent.

2.4 Terms of Office. Other than the Superintendent, the initial Directors shall be divided, as near as possible, into two evenly-numbered groups. The Directors in the first group shall serve a term ending on June 30, 2025, and the Directors in the second group shall serve a term ending on June 30, 2026. Thereafter, the successor Directors shall serve terms of two (2) years. Directors other than the Superintendent may serve for up to three (3) consecutive terms, at which time such Director shall be ineligible for service as a Director for a period of one (1) year.

2.5 Vacancies. At any time there is a vacancy in any Director position, other than the Superintendent, such vacancy may be filled at any time by majority vote of the Directors then in office, though less than a quorum, or by the sole remaining Director. Any Director appointed as a successor Director because of the premature termination of another Director's term shall serve the unexpired term for the Director whose service was ended prematurely. Trustees shall use their best efforts to maintain a board of Trustees that advances and strengthens diversity, equity, and inclusion.

2.6 Removal. A Director may be removed with or without cause, at any regular, special or annual meeting of the Board, by the affirmative vote of two-thirds (2/3) of the Directors then in office, provided that notice of the intention to act upon such matter shall have been given in the notice calling such meeting. The successor to a removed Director may be appointed to serve the unexpired term as set forth in Section 2.5, at any time following the removal of such Director.

2.7 Qualifications of Directors. Directors shall be natural persons who are twenty-one (21) years of age or older. Directors need not be residents of DeKalb County, Georgia, but should have significant connections to the District and/or DeKalb County.

2.8 Attendance at Meetings. Members of the Board shall attend all meetings unless the absence is unavoidable. To remain on the Board, each Director shall be required to attend not less than sixty percent (60%) of the meetings of the Board held in any fiscal year pursuant to these Bylaws, and any Director who fails to meet such attendance criteria shall be deemed to have resigned from the Foundation.

2.9 Compensation. Directors shall not be paid any salary or any remuneration for their services associated with the Foundation, but they may be reimbursed for any authorized expenditure incurred if such expense received prior written approval from the Board or executive committee. Directors shall receive no actual or potential benefit through their office and shall fully disclose any potential conflicts of interest to the Chair. At the option of the Chair, a Director may be recused from any decision which may directly result in personal benefit to the Director or the Director's family.

2.10 Fundraising Expectations. Trustees shall donate to the Foundation annually for the purpose of attaining 100% Trustee participation in fundraising efforts. There shall be no minimum or maximum amount required, however, Trustees may seek suggested donation amounts from the Board Chair as needed.

ARTICLE THREE Meetings of the Board of Directors

3.1 Place of Meetings. Meetings of the Board may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Foundation.

3.2 Annual Meeting. The annual meeting of the Board shall be held at such place as the Board shall determine and on such day and at such time as the Board shall designate. Unless waived as contemplated in Section 4.2, notice of the time and place of such annual meeting shall be given by the Secretary either personally, or by telephone, by email, or by mail, not fewer than ten (10) days before such regular meeting.

3.3 Regular Meetings. Regular meetings of the Board shall be held from time to time between annual meetings at such times and at such places as the Board may prescribe by fixing a schedule thereof. Notice of the time and place and the schedule of each regular meeting shall be given by the Secretary either personally, by telephone, by email, facsimile or other electronic communication, or by mail, not fewer than ten (10) days before the first regular meeting.

3.4 Special Meetings. Special meetings of the Board shall be held from time to time between regular meetings at such times and at such places as the Board may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally, by telephone, by email, facsimile or other electronic communication, or by mail, not fewer than three (3) nor more than fifty (50) days before such meeting. Special meetings may be called by the Chair, the Superintendent of the District, or upon the written request of three (3) or more Directors.

3.5 Waiver. Attendance at or participation in a meeting by a Director waives any required notice to him or her of such meeting, unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.6 Quorum. At any meeting of the Board, a majority of the voting Directors then in office shall be necessary to constitute a quorum for the transaction of business.

3.7 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the affirmative vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. Abstention from voting or the failure of a Director to vote shall not be counted as an affirmative vote.

3.8 Telephonic and Virtual Meetings. Directors may participate in and hold a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all participating in the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by these means shall constitute presence in person at the meeting, except where a person

participates in the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, in accordance with Section 3.5.

3.9 Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or the business to be transacted other than by announcement at the meeting which was adjourned. The Chair and Secretary shall make every reasonable effort to give notice to the Directors of the reconvened meeting. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have transacted at the meeting which was adjourned.

3.10 Procedural Rules. All meetings of the Board of Directors shall be conducted in accordance with the most recent version of *Robert's Rules of Order*.

ARTICLE FOUR Notice and Waiver

4.1 Procedure. Whenever these Bylaws require notice to be given to any Director, the notice shall be given in writing within the applicable time period prescribed in Article Three by U.S. First Class mail, facsimile, or by electronic mail. Whenever notice is given to a Director by mail, the notice shall be sent by first class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Director at his or her address as it appears in the current records of the Foundation, and such notice shall be deemed to have been given at the time the same is deposited in the United State Mail. Notice shall be deemed to have been given by electronic mail, facsimile or other electronic communication at the time a "read receipt", "confirmation of receipt" or other similar indicia of receipt is received by the sender.

4.2 Waiver. Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation, or by these Bylaws, a Director may waive any such notice before or after the date and time stated in the notice. Except as provided in Section 3.5, the waiver must be in writing signed by the Director entitled to such notice and delivered to the Foundation for inclusion in the minutes or filing with the Foundation's records.

ARTICLE FIVE Officers

5.1 Number and Qualifications. The executive officers of the Foundation shall consist of a Chair, Vice-Chair, Secretary, Treasurer and Executive Director. The Board shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Foundation. Any two (2) or more offices may be held by the same person, except that neither the Chair nor the Executive Director shall not also serve in any other officer position.

5.2 Election and Term of Office. The officers of the Foundation, including the Chair, Vice-Chair and Secretary, but excepting the Treasurer and Executive Director, shall be elected by a majority vote of the Board and shall serve until the first annual meeting of the Board; thereafter, such officers shall be elected annually by the Board by vote of the Directors as provided in Article Three at the annual meeting, for terms of one (1) year, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board under these Bylaws shall serve at the pleasure of the Board or until their earlier death, resignation, removal, retirement or disqualification.

5.3 Other Agents. The Board may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensations, if any, as the Board may from time to time determine.

5.4 Removal. Any officers or agents elected or appointed by the Board may be removed by the Board in the same manner which they were appointed whenever in its judgment the best interests of the Foundation will be served thereby.

5.5 Vacancies. A vacancy in any office at any time and from any cause may be filled for the unexpired term at any meeting of the Board.

5.6 Chair.

- (a) The Chair shall be a member of the Board and shall preside at all meetings of the Board.
- (b) The Chair shall serve also as a member, with right to vote, of any executive committee of the Board and as a voting, *ex-officio* member of any and all other committees of Directors.
- (c) The Chair shall be authorized to sign grant requests, statements, and reports required to be filed with state and federal officials or agencies; and the Chair shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Treasurer or Secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board are carried into effect.
- (d) The Chair shall have the right to supervise and direct the management and operation of the Foundation and to make all decisions as to policy and otherwise which may arise between meetings of the Board, and other officers and employees of the Foundation shall be under his or her supervision and control during such interim.
- (e) The Chair and Superintendent shall provide regular updates, but not less frequently than twice annually, to the DeKalb County Board of Education, on the Foundation's activities including its revenues and expenditures.
- (f) The Chair shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe.

5.7 Vice-Chair.

- (a) The Vice-Chair shall be a member of the Board of Directors.
- (b) The Vice-Chair shall perform the duties of the Chair in the Chair's absence or inability to serve.
- (c) The Vice-Chair shall be authorized to sign grant requests, statements, and reports required to be filed with the state and federal officials or agencies, in each case at the direction of the Chair or Board.
- (d) The Vice-Chair shall perform such other duties and have such other authority and power as the Board and/or Chair may from time to time prescribe.
- (e) The Vice-Chair shall support the Foundation and the Board by assisting with committee work and/or special projects as deemed necessary by the Board, Chair, Executive Director, and/or executive committee (if any).

5.8 Secretary.

- (a) The Secretary shall be a member of the Board of Directors.
- (b) The Secretary shall attend all meetings of the Board and record, or cause to be recorded, all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose

and shall perform, or cause to be performed, like duties for the executive and other committees when required.

- (b) The Secretary shall give, or cause to be given, notice of all meetings of the Board.
- (c) The Secretary shall keep in safe custody of the seal of the Foundation and, when authorized by the Board or the Chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an assistant Secretary.
- (d) The Secretary shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the Chair may from time to time delegate.

5.9 Treasurer.

- (a) The Chief Financial Officer of the District shall (or shall assign a member or members of his or her staff to) execute the duties of Treasurer of the Foundation.
- (b) The Treasurer shall have the custody of the Foundation's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Foundation and shall deposit all monies and other valuables in the name and to the credit of the Foundation into depositories designated by the Board.
- (c) The Treasurer shall disburse the funds of the Foundation as directed by the Board and prepare financial statements each month or at such other intervals as the Board shall direct.
- (d) The Treasurer shall not be a Director and shall have no right to vote on any matter(s) submitted to the Directors.

5.10 Executive Director. The Superintendent of the District shall appoint the Executive Director of the Foundation, who shall be an employee of the District. The Executive Director may be removed at any time by the Superintendent in consultation with the Board, and his or her service as Executive Director shall terminate immediately upon the termination of his or her employment with the District. The Executive Director shall oversee the day-to-day operations of the Foundation and shall perform such other duties as the Board may establish from time to time. For the avoidance of doubt, the Executive Director shall not serve as a Director and shall have no right to vote on any matter(s) submitted to the Directors.

**ARTICLE SIX
Committees of Directors**

6.1 Executive Committee. The Board may, by resolution adopted by a majority of the Board, designate from among its members an executive committee which shall consist of three (3) or more Directors. Such executive committee shall, to the extent provided in such resolution, have and exercise the authority of the Board in the management of affairs of the Foundation for and during the time(s) set forth in such resolution. However, the designation of such executive committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual Director, of any duty or obligation otherwise imposed upon them by law.

6.2 Other Committees. Other committees, each consisting of three (3) or more Directors, not having and exercising the authority of the Board in the management of the Foundation, may be designated by a resolution adopted by a majority of Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these Bylaws, members of each such committee shall be appointed by the Chair with the approval of the Board. Any member of any committee

may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal.

6.3 Authority of Committees. Notwithstanding anything herein to the contrary, a committee may **not**:

- (a) Authorize the payment of a dividend or any part of the income or profit of the Foundation to its Directors or officers, or any other person or entity;
- (b) Approve or recommend the dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Foundations assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
- (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

6.4 Terms of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee at any time by majority vote of the Board, or unless such member shall cease to qualify as a member thereof.

6.5 Committee Chair. One (1) member of each committee shall be appointed the chair thereof by plurality vote of the committee.

6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

6.7 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

6.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board from time to time. Notwithstanding anything herein to the contrary, the provisions of Article Three shall apply to all committees established hereunder.

ARTICLE SEVEN

Contracts, Deposits, Gifts and Expenditure of Funds

7.1 Contracts. The Chair and Executive Director may enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation, as approved by the Board.

7.2 Deposits. All funds of the Foundation shall be deposited in a timely manner to the credit of the Foundation. The Treasurer, or the Treasurer's appointed designee, shall deposit all funds of the Foundation.

7.3 Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest, grant or devise for the general purposes of the Foundation or for purposes designated by the specific donor. The Board may, from time to time, enact a gift acceptance policy which sets forth more specifically the process, procedures and requirements with respect to the acceptance of gifts of designated funds. However, no designated gifts will be used for the purposes contrary to the enacted policies of the DeKalb County Board of Education, the Internal Revenue Code of 1986, or the purposes permitted hereunder.

7.4 Expenditure of Funds. Expenditures of designated funds will be expended for such purposes and follow procedures set forth by the grantor, to the extent not otherwise inconsistent herewith.

Expenditures of undesignated or general funds shall be designated by the Board for a specific purpose and shall specify the intended recipient(s) of such funds. All expenditures, not to exceed five thousand dollars (\$5,000) per month, shall be approved by the Board. All checks shall require two signatures, one being the Executive Director's and one being the Treasurer's.

ARTICLE EIGHT Indemnification and Insurance

8.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Foundation against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the Foundation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, trustee or agent of another organization or entity, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Board, without participation of such person(s), shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified by the Foundation to the fullest extent now or hereafter permitted by Georgia law.

8.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 8.1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of Director or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a Director, officer, employee, director or agent and shall inure to the benefit of their heirs, executors, and administrators of such a person.

8.3 Insurance. To the extent permitted by Georgia law and as the Board may determine from time to time, the Foundation shall purchase and maintain directors and officers liability insurance on behalf of any person who is or was a Director, officer, employee, director or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee, director, or agent of another organization or entity, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

ARTICLE NINE Miscellaneous

9.1 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. The Foundation shall keep at its registered or principal office a record giving the names and addresses of the Directors.

9.2 Foundation Seal. The Foundation seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

9.3 Fiscal Year. Except for the initial fiscal year, the fiscal year of the Foundation shall begin on July 1 and end on the next following June 30.

9.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as the same may be amended

from time to time, to the corresponding provisions of any applicable future United State Internal Revenue Code, and to all regulations issued under such sections and provisions.

9.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as it reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

9.6 Headings. The headings are for organization, convenience, and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the text hereof.

9.7 Relation to Articles of Incorporation. The Bylaws are subject to, and governed by, the Articles of Incorporation.

9.8 State or Federal Law Changes. These bylaws shall at all times be governed by the applicable state and federal laws and regulations governing foundations. Any state or federal law or regulation changes that affect the operation of the DeKalb Schools Foundation will be brought to the attention of the DeKalb County Board of Education.

ARTICLE TEN Amendments

10.1 Power to Amend Bylaws. The Board shall have the power to alter, amend or repeal these Bylaws or adopt new bylaws; provided, however, the exercise of such power shall be contingent upon such proposed alteration, amendment, or repeal having been presented to the DeKalb County Board of Education and the DeKalb County Board of Education having acted to approve such alteration, amendment, or repeal. Notwithstanding, the Board shall have the power to correct clerical errors within these bylaws without the need to gain the approval of the DeKalb County Board of Education.

10.2 Conditions. Action by the Board with respect to these Bylaws shall be taken only by the affirmative vote of a majority of all Directors then holding office. Following approval by the Board, the action shall be presented to the DeKalb County Board of Education for approval.

ARTICLE ELEVEN Tax-Exempt Status

The affairs of the Foundation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Section 509(a) of the Internal Revenue Code and so in other ways to qualify for exemption from tax pursuant to Section 501(c)3 of the Internal Revenue Code.

[Signatures appear on following page]

These Bylaws are hereby adopted by a majority vote of DeKalb Schools Foundation, Inc. Board of Directors on this the _____ day of _____, 2024.

Signed:

_____, Board Chair

Affix corporate seal here:

These Bylaws are hereby adopted by a majority vote of the DeKalb County Board of Education on this the _____ day of _____, 2024.

Signed:

_____, Board Chair