

# EXHIBIT 2

BRIGHTEN ACADEMY APPENDICES, APPENDIX B, Brighten Academy By-Laws

Approved Revisions January 26, 2015

Section 1. Brighten Academy, Inc. (the Corporation) shall be governed by a Governing Board consisting of the following officers: 1. President 2. Vice President 3. Secretary 4. Treasurer

The Governing Board shall also contain no more than seven additional members. The Governing Board shall consist of members of the community, educators, business leaders, and parents of students attending Brighten Academy.. Board members will be selected based on the best qualified applicants who can most effectively govern Brighten Academy. Brighten Academy's administration shall be present at all Governing Board meetings.

Throughout the tenure of the organization, these positions may be amended or added to carry forth the mission of the Corporation.

Section 2. The roles of each of the officers are as follows:

President shall (a) supervise and direct the business affairs of the corporation, (b) when present, preside at all meetings of the Governing Board, (c) may sign with the secretary or other officer of the corporation deeds, mortgages, bonds, contracts, or other instruments which the Governing Board authorizes to be executed, unless execution is delegated by the Governing Board to another officer or agent of the corporation, or is required by law to be otherwise signed or executed, (d) have authority to institute or defend legal proceedings, (e) have the authority to call a meeting of the Governing Board to carry forth business of the corporation, (f) assign temporary powers to other members of the Governing Board in furtherance of the school's purpose, (g) shall act in an ex-officio capacity for a minimum of 6 months after the term expires or the position is vacated to ensure transition of duties to the incoming President.

Vice President shall (a) assume all duties of the president in his/her absence, whether temporary or permanent, (b) assist the president in planning meetings, (c) shall have the authority to call a meeting of the Governing Board to carry forth business of the corporation, (e) shall perform other duties deemed necessary by the Governing Board or the president, (f) may assume the role of president after the president's term has expired.

Secretary shall (a) keep and publish minutes of the proceedings of the Governing Board according to law, (b) authenticate records of the corporation, (c) see that all notices are duly given in accordance with these by-laws, (d) act as custodian of the corporate records and corporate seal, (e) keep a mailing address of all Board members, which shall be furnished by the members yearly or as needed to remain current, (f) maintain a record of the school's policies, (g) perform all other duties as secretary as defined by the Governing Board.

Treasurer shall (a) have oversight of financial records and accounts for the corporation, (b) have charge and custody of all funds and securities of the corporation, (c) receive and give receipts and deposit of monies in the name of Brighten Academy in banks, trust companies, or other depositories as shall be selected by the Governing Board by resolution, (d) shall act as Chief Financial Officer (CFO) in the event that the school is not contracted with a CFO, (e) perform all of the duties incidental to the office of Treasurer as defined by the Governing Board, (f) shall have the education and experience required by the Georgia State Board of Education Rule.

Section 3. The affairs of the Corporation shall be governed by the aforementioned Governing Board.

Section 4. The responsibilities of the Governing Board shall be as follows:

- (a) Support Brighten Academy's mission and core beliefs and ensure that the school stays true to its original purpose throughout its growth and development. The mission and core beliefs articulated in the charter document and in these by-laws will guide all decisions made by the Governing Board. To this end, officers of the Governing Board will retain entry access to the school at all times and to school related records, including but not limited to standardized test results. Governing Board members will not have access to individual student records without the expressed consent of the student's guardian(s).
- (b) Formally interview and hire school Administration, support, monitor and assess the performance with respect to the school's educational and financial goals. Receive recommendations from the Administration related to personnel matters.
- (c) Ensure effective organizational planning and responsible and ethical fiscal management of the corporation's assets. Oversee the budget process and the school's investments.
- (d) Influence and/or create and approve policy which impacts the operation of the school including, but not limited to:
  - i. Calendar
  - ii. Personnel policies and job roles
  - iii. By-laws
  - iv. Audit procedures
  - v. Annual budget
  - vi. Student related policies
  - vii. Charter related changes or interpretations
  - viii. Instructional models
  - ix. Other decisions which may set precedent or be mission related
- (e) Approve personnel contracts and shall, following the terms of said contract, make determinations regarding the release of employees from contracts according to the recommendations of the Administration.
- (f) Serve as a link between the school's staff and its constituents and also act as ambassadors and advocates of the school.
- (g) Approve expenditures for single items or services of greater than or equal to \$5,000.00 in accordance with the school's bids and quotations policy and approved vendor's list.
- (h) Delegate authority to Administration to manage the daily affairs of the School.
- (i) Delegate authority to Administration to make emergency decisions, including expenditures exceeding \$5,000.00 with the approval of an Executive Officer if available, or if not available, another member of the Governing Board. Emergency decisions shall be defined as any "act of God", natural disaster, or other unexpected event or crisis interrupting the school's operation or the health and safety of the staff or students.

Section 5. Each April, a Governing Board election will take place to fill any existing or upcoming vacancies. The open positions will be filled with members of the community, educators, business leaders, and parents of students attending Brighten Academy. Members shall serve three year terms. An open seat special election may be held when the governing board deems necessary due to a vacancy of a number of governing board positions. The Governing Board must always contain at least two members of the preceding Governing Board for

continuity. If for some reason all eleven board positions will be eligible for vacancy, any preceding Governing Board members must go through the election process. The election process will be as follows:

a) The Governing Board will determine the qualifications needed of candidates. b) Once the qualifications have been determined, the openings will be posted to begin accepting nominees' letters of interest with qualifications. c) Nominees may be self-nominated or nominated by others. d) A Governing Board member, a school administrator, and a PTO representative will form a nominee review committee in order to verify the qualifications of the nominees and to narrow down to no more than three qualified nominees for each open position. e) A Governing Board member, a school administrator, and a PTO representative will form a selection committee in order to formally interview the nominees as recommended by the nominee review committee. Nominees will be selected from this panel to proceed to the election process. The selection committee shall have the discretion to determine the structure of the ballot. The selection committee shall have the option to request additional qualified candidates from the nominee review committee. f) At the designated board meeting, the selected nominees will be introduced and may speak on their behalf as well as answer any questions from the board and audience participants. g) At the appointed board meeting, the election process will begin after introductions and questions. The current Governing Board members and any current members of the Brighten Academy PTO may vote by ballot; each member may only vote once. h) Nominated candidates will not receive ballots. i) One Governing Board Member, one PTO Representative and one school administrator will tally the votes. j) In case of a tie, the Governing Board will decide the outcome by majority vote. k) Any open officer positions will be nominated and elected by a majority vote of the newly elected Governing Board at the scheduled meeting that serves as the beginning of the new members' term. l) Interim officer positions may be appointed by a majority vote of the current Governing Board in the case of any officer position being vacated during the remainder of the year. In addition to elected members, the school administration and the immediate past governing board president will serve in ex-officio members in an advisory capacity to the Governing Board.

Within 30 days, or according to availability of training opportunities, new members of The Governing Board shall be formally oriented. All members of the Governing Board will receive training on fiduciary and governance duties within the first two months of each fiscal year. The Governing Board shall be formally trained at least once yearly on its responsibilities and on legal and regulatory matters pertaining to public school governance, as required by law. Information related to this training shall be documented and included in the school's annual report to the school district. The Governing Board shall participate in on-going development including, but not limited to: conferences, speakers, professional articles, as determined necessary by board self-evaluation tools. These development opportunities shall be documented and provided in the school's annual report to the school district. The operating budget shall include development funds for The Governing Board.

Section 6. The Governing Board shall be subject to the provisions of the Open Meetings Law, O.C.G.A 50-14-1 and Inspection of Public Records Law, O.C.G.A 50-18-70. Meeting dates and times will be published according to law. In executive sessions, as called and defined by law, only Governing Board members will be present. All other parties, including the school administration and board president emeritus, shall be present at the pleasure of the Governing Board. At all public meetings, a simple majority of the sitting members shall constitute a quorum for the transaction of business. Members who cannot be in attendance may vote by proxy by submission of their proxy to the secretary or his/her designee. The exception to the quorum is in the case of an emergency meeting as defined in these by-laws, in which case a majority of members present authorizes the

transaction of business. In the event of a tie vote, the administration shall cast the tie breaking vote. Meetings shall be held at least twice monthly or more frequently as determined by the Governing Board. The Governing Board shall institute Roberts' Rules of Order to conduct business.

The Governing Board shall be subject to all provisions of law and regulation related to being a non-profit organization. Governing Board members shall execute an annual confidentiality and disclosure statement, as well as a statement of commitment to fulfill the duties of The Governing Board. To avoid potential conflicts of interest, employees of Brighten Academy or spouses of employees may not participate in discussion or voting related to personnel matters or fiscal matters where direct financial benefit may exist. Governing Board members shall excuse themselves or be excused from discussion or vote in the event of an actual or potential conflict of interest exists.

Section 7. A member of the Governing Board may resign at any time by giving written notice, preferably via their Brighten Academy email, to an officer. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt thereof by the officer. Members of the Governing Board may be removed by a majority vote of the remaining members for such reasons that include, but are not limited to: absence from Governing Board meetings without notice or just cause, not fulfilling duties as defined in these by-laws, not acting in accordance with the mission and core beliefs of Brighten Academy, acting negligently or against the laws of the state of Georgia when representing the corporation. The Governing Board shall provide a minimum of 7 calendar days' notice prior to a public vote in the upcoming regularly scheduled board meeting. If the removed Board member is a Board officer, the vacated officer position shall be filled at that same regularly scheduled meeting, by nomination and majority vote of the remaining members.

Section 8. 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. Expenses shall be documented with receipts and provided to the treasurer for appropriate accounting. The children of Governing Board Members shall be allowed to participate in the Brighten Academy lottery priority level three in the next enrollment period pursuant to the rules as specified in the Charter or the law.

Section 9. To ensure fulfillment of the mission and core beliefs, a variety of committees shall be formed and led by members of the Governing Board. These committees may include, but not be limited to: i. Executive Committee ii. Organization & Academic Oversight iii. Facilities iv. Finance v. Human Resources vi. Policy & Governance vii. Fundraising & Resource Development viii. Technology

Committees shall be selected yearly by the Governing Board Officers and announced at a regularly scheduled meeting. The Governing Board Officers shall determine the constitution of each committee. School Administration shall form school level committees and shall report information pertaining to the work of these committees to the Board. Committees shall meet at a regularly scheduled time which shall be determined at the beginning of each school year after they have been formed. Minutes from committee and subcommittee meetings shall be provided to the Governing Board secretary and be published with the school's meeting minutes.

Section 10. In the case of a catastrophic event, an emergency meeting of either the Administration and at least one Governing Board officer, if available, or the Governing Board, may be called by any Board Member to conduct business in furtherance of the corporation's mission. In such an event, decisions made by the present members may be carried forth after a majority of the members present have voted in favor of the decision. Decisions made without a quorum in such circumstances shall be reported in the next regularly scheduled meeting.

#### Article 6. FISCAL YEAR

The fiscal year of Brighten Academy shall end on the thirtieth day of June in each year.

#### Article 7. CORPORATE SEAL

The Governing Board shall provide a corporate seal. The seal of the corporation shall be affixed to any legally binding document executed by Brighten Academy. The seal will be locked in the Board cabinet when not in possession of the Board secretary..

#### Article 8. AMENDMENTS

The Governing Board shall have the power to alter, amend, or repeal by-laws. By-laws must be consistent with the Articles of Incorporation and the laws of the State of Georgia. Action related to by-laws shall be taken by an affirmative vote of a majority of Board Members.

#### Article 9. INDEMNIFICATION

Brighten Academy shall provide indemnification as necessary any person acting as a member, officer, employee, or agent of the corporation who was or is a party or is threatened to be made a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than by or in the right of the corporation.

Section 2. These persons are protected against reasonable expenses including but not limited to attorneys' fees, judgments, fines, and amounts paid in settlement or incurred in connection with such action, suit, or proceeding if the person acted in a manner he/she reasonably believed in good faith and in the best interest of the corporation.

Section 3. However, the corporation shall not indemnify a member, officer, employee, or agent for any liability incurred in a proceeding in which the person is adjudged liable to the corporation or is subject to injunctive relief in favor of the corporation for: (a) any appropriation in violation of duties of any business opportunity of the corporation, (b) for acts or omissions which involve intentional misconduct or knowing violation of law, (c) for the types of liability set forth in Section 14-2-831 of the Official Code of Georgia Annotated, (d) for any transaction from which improper personal benefit was received.

Section 4. Determination of indemnification of the member, officer, employee, or agent shall be made by (1) the Governing Board by a majority vote who were not part of the action, suit, or proceeding, (2) if such a quorum is not obtainable by a majority vote of a committee duly appointed by the Governing Board, consisting solely of

two or more members not at the time parties to the action, suit, or proceeding, or (3) a special legal counsel employed by the corporation for that purpose.

Section 5. Written notice must be furnished to the corporation to affirm the member, officer, employee, or agent acted in good faith and that the conduct merits indemnification before funds will be disbursed. The member, officer, employee, or agent shall also personally execute a contract to repay advances or funds if it is ultimately determined that he/she is not entitled to indemnification pursuant to the laws of the state of Georgia.

Section 6. Brighten Academy may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation or another corporation, partnership, joint venture, trust, or other enterprise on behalf of Brighten Academy. Further, insurance against any liability asserted against him/her or incurred by him/her in that capacity or arising from his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

#### Article 10. DISSOLUTION OF CORPORATION

In case of dissolution of the corporation, all corporate debts incurred or contracts shall be the sole responsibility of the corporation. In the case of cessation of operations or dissolution of the corporation, the Governing Board will ensure appropriate disbursement of assets and unencumbered funds to the Douglas County School Board for local funds or Office of the Treasury for state or federal funds.

#### Article 11. EFFECTIVE DATE OF ENACTMENT OF BY-LAWS

These by-laws shall be made effective on the date in which the majority of the Governing Board votes for adoption or revision.