

**FIRST AMENDED AND RESTATED
BYLAWS OF
UTOPIAN ACADEMY FOR THE ARTS: THE MILLER FOUNDATION, INC.**

Adopted June 29, 2017

Section 1

GENERAL

1.1 Name. The name of the corporation shall be **UTOPIAN ACADEMY FOR THE ARTS: THE MILLER FOUNDATION, INC.** hereinafter referred to as the “Corporation.”

1.2 Purpose. The Corporation is organized and shall be operated exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Without limiting or expanding the foregoing, the purpose of the Corporation is to operate a charter school in Georgia; provided, however, that such purpose shall not limit the ability of the Corporation to carry out any other educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.2 Dissolution. In the event of the dissolution of the Corporation, the Board of Directors (“Board”) shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation, or to the Georgia State Charter Schools Commission or other public entity entitled to the return of such funds. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 2

OFFICES

2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the State of Georgia.

2.2 Principal Office. The principal office of the Corporation shall be located at 6630 Camp Street Riverdale, GA 30274, or such place as shall be determined from time to time by its Board.

2.3 Additional Offices. The Corporation may also have offices at such other places as the Board may from time to time determine and the business of the Corporation may require.

Section 3

DIRECTORS

3.1 Number and Qualification. The Board shall be empowered to determine its size, provided the Board shall consist of not less than five (5) nor more than fifteen (15) Directors. Directors shall be natural persons who are 18 years of age or older, citizens of the United States, and residents of the State of Georgia.

3.2 Appointment and Term of Office. The Board shall serve staggered terms and be divided into thirds. The Board shall elect Directors and officers at the annual meeting of the Board. Directors shall be elected for a term of three (3) years, unless the Director is sooner removed by or as a result of the earliest to occur of: (1) operation of law; (2) an order or decree of any court of competent jurisdiction; (3) voluntary resignation, or (4) removal by a majority of the Board, as further described in Section 3.5. A Director may serve up to two (2) consecutive terms. An individual who has served up to two (2) consecutive terms as Director will not be eligible for another term until one (1) year has passed following the last day of the individual's preceding term as Director, unless the Board votes unanimously to waive this term limitation.

3.3 Vacancy. Existing Board members may elect Directors by majority vote to fill a vacancy or vacancies or to increase the number of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. If the number of Directors falls below the minimum described in Paragraph 3.1, the Directors shall fill the vacancy by the affirmative vote of the Directors remaining in office as soon as practicable and shall have the authority to govern the Corporation on an emergency basis until the appropriate number of Directors are re-established.

3.4 Powers. The property, affairs, and business of the Corporation shall be managed by the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these bylaws.

3.5 Resignation or Removal. Any individual Director may resign at any time by delivering written notice to the Board Chair. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officers, and the acceptance of the resignation shall not be necessary to make it effective; provided, however, that a Director who resigns may postpone the effectiveness of his resignation to a future date or to the occurrence of a future event specified in a written tender of resignation. A vacancy shall be deemed to exist at the time of such tender; and the Board may then or thereafter elect or appoint a successor to take office when the resignation, by its terms, becomes effective. Any Director may be removed for cause by a majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board.

3.6 Meeting Attendance. Any Board member who is absent three regular meetings in a row or four meetings in a twelve month period is considered to have resigned his or her position.

3.7 Conflicts of Interest.

3.7.1 Conflicts of Interest Policy. Each Board Member will sign a conflict of interest policy at the beginning of each school year affirming his or her unconflicted loyalty to the interest of Corporation.

3.7.2 Inquiry into Self-Dealing Transactions. In its consideration of any action, the Board and its committees shall first conduct appropriate inquiry to determine whether such action involves a Self-Dealing Transaction. “Self-Dealing Transaction” means any transaction having the School as one party and one or more of the following among the other proposed parties to the transaction:

- (1) Directors, Officers, or employees of the Corporation or school management company, or blood or marital relations of any of them;
- (2) An entity in which a Director, Officer or employee of the Corporation or school management company, or blood or marital relation of any of them, holds a significant ownership or investment interest;
- (3) An entity which employs or otherwise compensates a Director, Officer or employee of the Corporation or school management company, or employs or compensates a blood or marital relation; and/or
- (4) Any entity which has, as a member of its Board or trustees, a Director, Officer or employee of the Corporation or school management company, or a blood or marital relation of any of them.

3.7.3 Approval of Self-Dealing Transactions. A Self-Dealing Transaction, as defined above, shall be voidable at the sole election of the Corporation unless the following provisions are satisfied:

- (1) The Board shall hold one or more meeting(s) to discuss and vote on the transaction or arrangement resulting in the conflict of interest. An Interested Person may make a presentation to the Board, but after such presentation, shall leave the meeting(s) during the discussion of, and the vote on the conflict of interest transaction.
- (2) The Board Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (3) After exercising due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the school with reasonable efforts, the Board concludes that it is in the Corporation’s best interests and is fair and reasonable to authorize the Self-Dealing Transaction
- (4) The Board authorizes, approves, or ratifies the transaction by the affirmative vote of a majority of the disinterested Directors, and with disclosure or knowledge of the material facts concerning the Self-Dealing Transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or officers, as provided further in Section 7.4 of these Bylaws.

3.8 Compensation of Directors. Whether or not employed by the Corporation for other purposes, Directors and members of any committee of the Board shall serve in that capacity without compensation, but may be entitled to reimbursement for any reasonable expenses incurred in attending meetings or other official functions authorized by the Board.

3.9 Board Training. The members of the Board will participate in annual training on their proper function as a charter school governing board in accordance with the requirements of state laws and regulations.

Section 4

MEETINGS AND COMMITTEES OF THE BOARD

4.1 Timing and Notice. The Board shall meet at least nine (9) times annually. Regular meetings of the board may be held without notice at such locations, dates and times as shall be determined by the Board; provided, however, that all meetings shall be held in compliance with the Georgia Open Meetings Act. Special meetings of the board may be held upon actual notice to each Director or notice that is mailed or transmitted by facsimile or email, to each Director, at least one (1) day prior to the meeting. Notice of special meetings shall include the date, time, and place of the meeting. The order of business at all meetings shall be set by the Board Chair.

4.2 Annual Meeting. The annual meeting shall be held between May and June (the date, time, and place to be fixed by the Board and notice given to all members, at least two (2) weeks in advance), for the purpose of electing officers, and for the transaction of such other business as may come before the meeting.

4.3 Waiver of Notice. Whenever any notice of the meetings of the board is required to be given under law, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

4.4 Quorum and Voting. A majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Any less number may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum. Each Director shall have one vote on each matter coming before the Board. The act of a majority of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board.

4.5 Committees. The Board may establish Committees as necessary. Board Policy may prescribe the composition, roles, and responsibilities of its Committees.

Section 5

OFFICERS

5.1 Number and Positions. The officers of the Corporation shall be the Board Chair, Vice-Chair, Secretary, and Treasurer. The officers of the Corporation shall be elected by the Board, and shall report directly to the Board. The Board may elect such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The selection of an officer shall not of itself create any contract rights in favor of the officer. Any two or more offices may be held by the same person, except the Board Chair may not also hold another office.

5.2 Term of Office and Qualifications. The officers of the Corporation shall serve at the pleasure of the Board. Officers shall be elected by the Board at its annual meeting, and shall hold office for two year terms or until their successors are chosen, or until death, resignation, or removal. In the case of absence or disability of an officer of the Corporation, or in any other case that the Board may deem sufficient reason therefor, the Board may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

5.3 Resignation or Removal. Any officer may resign at any time by delivering written notice to the Board of the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is accepted by the Board. Any officer may be removed by the Board, whenever in its judgment the best interests of the Corporation would be served thereby, by a majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Any such removal will be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. In the event of such a vacancy, the vacancy may be filled temporarily by appointment by the Board Chair until such time as the Board shall determine.

5.5 Board Chair. The Board Chair ensures the integrity of the board's processes and, secondarily, occasionally represents the Board to outside parties. The Board Chair shall have also have the authority to execute contracts approved by the Board. The Board Chair shall preside at meetings of the Board; shall make reports to the Board; and shall have such other rights, duties, and powers as are authorized by the Board.

5.6 Vice-Chair. The Vice-Chair shall, in the absence of the Board Chair, perform the duties and exercise the powers of the Board Chair, or such of them as may be so delegated, and shall have such other rights, duties, and powers as are authorized by the Board from time to time.

5.7 Secretary. The Secretary shall ensure the integrity of the Board's documents. The Secretary shall attend all meetings of the Board and shall keep, or cause to be kept, the minutes of all proceedings, including all votes, in a book or database to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Board and shall perform such other duties as may be prescribed by law, the Articles of Incorporation, these bylaws, or the Board.

5.8 Treasurer. The Treasurer assists the whole board with oversight of the Corporation's financial management. The Treasurer assists the Board in the development of financial policies and helps to ensure that performance aligns favorably with policy. The Treasurer has no disproportionate

responsibility for the financial performance of the school. The Board shall utilize its best efforts to ensure that the Treasurer meets the qualifications of a Chief Financial Officer in accordance with its charter.

5.9 Chief Executive Officer (CEO). The board's official connection to the Corporation's operation, its achievements, and conduct will be through a single employee it designates as the Chief Executive Officer. (The Board shall be free to bestow other titles on this employee.) The Board shall instruct the CEO through written policies that prescribe the organizational ends to be achieved and proscribe organizational situations and actions to be avoided. The CEO shall serve as an ex-officio, non-voting member of the Board and assist the Board Chair with scheduling and setting agendas for Board meetings; shall facilitate and implement policies duly adopted by the Board; and shall act as liaison between the school, the charter authorizer and the state department of education.

Section 6

BOOKS AND RECORDS

6.1 Records. The Corporation shall keep correct and complete books and records and records of its accounts and transactions, and minutes of the proceedings of its Board and any executive or other committee when exercising any of the powers of the Board.

6.2 Form. The books and records of the Corporation shall be in written form, electronic form, or in any other form which can be converted within a reasonable time into written form for visual inspection.

Section 7

FISCAL MATTERS

7.1 Deposits. The Board shall select banks, trust companies, or other depositories in which the funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

7.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by the CEO or such person or persons as the CEO may from time to time designate.

7.3 Fiscal Years. The Board shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on July 1 and shall terminate on the following June 30.

7.4 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan, including reasonable interest until it is repaid.

7.5 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or

employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.
Board

7.6 Endowments. Any endowments for the general purposes or for any special purpose of the Corporation shall be approved by the Board.

Section 8

INDEMNIFICATION & INSURANCE

8.1. Indemnification. The Corporation shall indemnify to the fullest extent permitted by law each of its Officers, Directors, whether or not then in office (and his executor, administrator and/or heirs) as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he is or is threatened to be made a party because he is or was a Director, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

8.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

Section 9

AMENDMENTS

The Articles of Incorporation and these bylaws may be amended by the affirmative vote of a two-thirds majority of the Directors then in office at any meeting of the Board, provided that the Directors shall be provided with at least two (2) days prior notice that an amendment will be brought to a vote, which notice shall include a draft of the proposed amendment, and that no such amendment shall authorize the Board or the officers of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

Section 10

NONDISCRIMINATION

The charter school operated by the Corporation shall permit students of any race, religion, color, ethnicity, socio-economic status, and national origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the charter school.

ADOPTED this 29th day of June, 2017, I certify that the foregoing First Amended and Restated Bylaws of Utopian Academy for the Arts: The Miller Foundation, Inc. were approved and adopted by and on behalf of the Corporation by its Board and are currently in effect.

By: _____
AQUANETTE SALTER
BOARD CHAIR