



By-Laws Memphis Rise Academy, Inc.

ARTICLE I

Name, Location, Mission and Objectives

Section 1: The name of the organization will be Memphis Rise Academy, Inc. (“Memphis Rise Academy”).

Section 2: The initial principal location of Memphis Rise Academy shall be at:

34 Danner Ct. #301
Memphis, TN 38103

Memphis Rise Academy may also have offices at such other places as the Board of Directors (Board) shall determine the business of Memphis Rise Academy requires; provided, however, that the registered office be registered with the Secretary of State of Tennessee and the agent so registered be located at the same address, or otherwise as provided by the Board of Directors.

Section 3: The purposes for which the Memphis Rise Academy (“Memphis Rise Academy”) is organized are to equip students in grades 6-12 with an excellent education, preparing all students to achieve in middle and high school, pursue ambitious goals, and succeed in college.

Section 4: If, for any reason, the organization should dissolve, upon dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II

Members

Memphis Rise Academy does not have members. While persons who associate or attend programs of, participate in, contribute to, or benefit from Memphis Rise Academy may be referred to as “member,” no rights, voting or otherwise, will inure to such person.

ARTICLE III

Board of Directors

Section 1: The Board of Directors (“the Board”) shall consist of at least five (5) Directors and no more than twelve (12) Directors. All Directors shall have identical rights and responsibilities. The Head of School will be an advisory, non-voting member of the Board (*ex officio*).

Section 2: Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Directors.

Section 3: The Memphis Rise Academy nominating committee, known as the Governance Committee, shall present a slate of potential Directors and officers for election by the Board of Directors. This slate shall be presented at the annual meeting of the Board.

Section 4: Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Director may not be reduced, except for cause as specified in these Bylaws. No Director shall serve more than two (2) consecutive, three-year terms. Directors shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Board of Directors will serve staggered terms. The initial Board shall consist of at least two Directors who will serve a one-year term (ending in Spring 2014), at least two Directors who will serve a two-year term (ending in Spring 2016), and at least two Directors will serve a three-year term (ending in Spring 2017).

Section 6: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7: A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 8: The Board may remove any Officer or Director by majority vote of the entire Board of Directors at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 9: Members of the Board of Directors:

- a. Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Memphis Rise Academy activities in accordance with Memphis Rise Academy policies.
- b. Shall serve Memphis Rise Academy with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with Memphis Rise Academy.
- c. The Code of Conduct, Conflict of Interest and Confidentiality policy statements bind all participants in Board work.
- d. Shall have no direct or indirect financial interest in the assets or leases of the Memphis Rise Academy; any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Memphis Rise Academy shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE IV

Officers

Section 1: There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2: The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board.

Section 3: The newly elected Officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A Director may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office.

Section 4: In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair or Secretary-Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

ARTICLE V

Meetings

Section 1: The annual meeting of the Board of Directors shall occur in the last quarter of the fiscal year. There shall be at least 8 other regular meetings of the Board held each year. Notice shall be given to each Director thirty (30) days prior to the date of every regular meeting of the Board. Notice to the public of annual and regular meetings shall be given in accordance with Section 8-44-103 of the Tennessee Open Meeting Act.

Section 2: Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given each Director five (5) calendar days prior to the meeting. Notice to the public of special meetings shall be given in accordance with Section 8-44-103 of the Tennessee Open Meeting Act.

Section 3: One-half of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws.

Section 4: The Board shall select its own meeting format in any method allowed by the laws of the state of Tennessee. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article V shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 5: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: An absentee Board member may not designate an alternate to represent him or her at a Board meeting. A member of the board may be deemed to be present for purposes of achieving a quorum and may cast a vote if he/she grants a signed, written proxy to another board member who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

ARTICLE VI

Committees and Task Forces

Section 1: A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees may be composed of Directors or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Section 2: There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least three (3) persons elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair.

Section 3: The duties of the Governance Committee shall be:

- a. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Director positions on the Board;
- b. to present a slate of nominees for Officers to the Board for election at the annual meeting;
- c. to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
- d. to provide ongoing orientation to Directors;
- e. to oversee a Director assessment process to ensure optimum performance; and
- f. to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

ARTICLE VII

Fiscal Year

The fiscal year of the Memphis Rise Academy shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE VIII

Rules of Order

In case of conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Memphis Rise Academy.

ARTICLE IX

Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.