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Section 16 – Provide a copy of the proposed by-laws of the governing body of the charter school.

Memphis Business Academy  
By-laws

*Article I*

**General Provisions**

- 1.1 **Charter.** The name of the corporation shall be the Memphis Business Academy.
- 1.2 **Purposes.** The purposes of the corporation shall be set forth in the charter granted by the Tennessee State Board of Education and the Memphis City Schools system and as amended periodically. The Charter is hereby made a part of these By-Laws, and the powers of the Academy and of its Board of Directors, and all matters concerning the conduct and regulation of the affairs of the Academy, shall be subject to such provisions in regard there to, if any as are set forth in the Charter. In the event of any inconsistency between the Charter and these By-Laws, the Charter shall be controlling. All references in these By-Laws to the Charter shall be construed to mean the charter as from time to time amended.
- 1.3 **Location.** The Principal office of the Academy shall be located at 2450 Frayser Blvd., Memphis Tennessee 38127. The Directors may change the location of the Principal office provided that no such change shall be effective until the appropriate certificates or other documents are filed with the Tennessee State Board of Education.
- 1.4 **Fiscal Year.** Except as from time to time and/or otherwise determined by the Directors of the Academy, the fiscal year of the Academy shall be the same as that of the Memphis City Schools District.
- 1.5 **Seal.** The common Seal, and until otherwise ordered and directed by the Board of Directors, shall be an impression upon paper bearing the name of the Academy, the date "2005", and such other device or inscription as the Board of Directors may determine.

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*Article II*

**Board of Directors**

- 2.1 Board Composition.** The Board will be composed of a maximum of sixteen members (excluding ex-officio and honorary members) who are representative of the community in which it operates. Members from the business community, education, community organizations, and non-profit organizations will be included. The Board of Directors may include, but will not be limited to a parent/guardian representative, interested members of the community, a faculty representative, and the Academy Principal. The Academy Principal, the faculty representative, and the parent representative, respectively, shall serve as ex-officio members without power to vote.
- 2.2 Purpose.** The purpose of the Board will be to create vision, develop policy and procedures, establish financial controls, and provide adequate oversight to ensure the mission of the school is accomplished and funds are properly accounted for and effectively spent.
- 2.3 Powers.** The Board of Directors shall oversee the affairs of the Memphis Business Academy and shall exercise all of the powers of the Academy, except as otherwise provided by law, by the Charter, or by these By-Laws. The Board of Directors reserves to itself alone the power (i) to purchase or sell real property, (ii) to pledge, assign, create liens on or security interests in the real or personal property of the Academy, (iii) to establish or modify investment policies, (iv) to appoint or remove the school Director(s), and (v) to delegate, from time to time, powers to the Academy Director(s) in accordance with these By-Laws except as otherwise provided by law or by the Charter.
- 2.4 Term of Office of Directors.** The term of office of Directors shall be three years. Each elected Director shall hold office until such time a Director dies, resigns, is removed, becomes disqualified, or until his or her successor is elected and qualified. Terms of office shall be staggered and each group shall be as nearly equal in number as possible. A Director may serve for two consecutive terms and shall be eligible for reelection to the board after one-year hiatus or at the pleasure of the Board, if longer terms are desired. The term of office of the Academy Director(s) as a Director shall correspond with his or her tenure in that position. The term of office of the faculty representative as a Director shall be two years. The term of office of the parent representative shall be two years.
- 2.5 Election of Directors.** Directors shall be elected by the Board of Directors at any meeting of the Board of Directors elected to fill an un-expired term shall have tenure only to end of such term.

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**2.6 Resignation and Removal.** Any Director may resign by delivering a written resignation to the Board Chair with a copy to the Principal. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. To facilitate the election of new Directors, the Academy formally encourages any Director intending to resign or to decline nomination at the end of his/her term, to provide notice of the Director's intent before June. Any Director may be removed from office with or without cause by an affirmative vote of a majority of the Directors.

**2.7 Vacancies.** A Nominating Committee will be established to assist in filling vacant positions and to assist with the annual officer nomination process. The Nominating Committee will present to the Board the names of potential Board members for approval. Board members are welcome and encouraged to provide names of potential board members to the Nominating Committee. The Nominating Committee will not meet on a regular scheduled basis, but will meet as needed. Any vacancy in the Board of Directors may be filled by vote of a majority of the Board of Directors then in office.

### *Article III*

#### **Meetings of the Directors**

**3.1 Open Meeting Law.** All meetings of the full Board of Directors shall be conducted in accordance with Tennessee General Laws, as amended from time to time, or any successor statute. Except as otherwise permitted by the law, (i) no quorum of the Board of Directors shall meet in private for the purpose of deciding on or deliberating toward a decision on any matter and (ii) no executive session shall be held until (a) the Board of Directors shall have first convened in an open session for which notice shall have been given in accordance with law, (b) a majority of the Directors at such meeting shall have voted to go into executive session, (c) the vote of each Director shall have been recorded on a roll call vote and entered into the minutes, and (d) the Chair (or other person presiding over the meeting) shall have cited the purpose of the executive session and shall have stated whether or not the Board of Directors shall reconvene after the executive session. Executive sessions may be held only for purposes permitted by Law.



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- 3.2 Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such times as the Board of Directors may determine, at least four times annually. Special meetings may be called by the Chair at any time and shall be called by the Secretary or his or her designee upon a written application of two or more voting members of the Board of Directors. Adequate public notice must be given in order to stay in compliance with the Sunshine Law.
- 3.3 Meetings.** Using Communications Equipment. Unless otherwise provided by law of the Charter, Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- 3.4 Annual Meeting.** The Directors shall meet annually in the month of June at the Principal Office of the Academy or at such place, within or without the state of Tennessee, and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If the annual meeting in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. Notice of the annual meeting setting forth the date, time, and place of any place of any such meeting shall be mailed to all Directors at the Directors' usual or last known business or home address not less than seven (7) days prior to the date of the annual meeting.
- 3.5 Quorum.** A majority of the Directors then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting to any other time. At any meeting of Directors at which a quorum is present, the vote of a majority of those Directors present shall decide any matter unless the Charter, these By-Laws, or any applicable law requires a different vote.
- 3.6 Notice of Meetings.** Public notice of meetings shall be given as required by law. Notice of the date, time, and place of all regular and special meetings of the Directors shall be given to each Director by the secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the Chair, or one of the Directors calling the meeting. Such notice shall be given to each Director in person, mail, email, telephone, telegram, facsimile transmissions, or electronic mail sent to such Director's usual or last known contact information at least 7 days in advance, unless shorter notice is adequate under the circumstances. Notice of any meeting of Directors must be given: (i) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director (or the Director's Attorney unto authorized), which is filled with the records of the meetings; of (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such a notice, except as required by law. A notice or waiver of notice need not specify the purpose of any regular or special meeting unless such purpose is (i) the amendment or repeal of any provision of the



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Charter or these By-Laws or (ii) the removal of a Director or an officer, except as otherwise required by law, the Charter, or these By-Laws,.

*Article IV*

**Officers of the Board**

- 4.1 **Numbers and qualifications.** The officers of the academy shall be a Chair, Vice Chair, Treasurer, Secretary, and such other officer, if any, as the Board of Directors, may determine.
- 4.2 **Election and Tenure.** The Officers shall be elected by the Board of Directors at the annual meeting. Other officers, if any, may be elected by the Board of Directors at any time. The fact that an individual is currently serving in any office shall not create any presumption that such individual shall be nominated for such office in any subsequent year. If the office of Chair, Vice Chair, Treasurer, or Secretary becomes vacant, the Directors shall elect a successor. If any other office becomes vacant, the Chair may select a successor. Except as otherwise provided by law, the Charter, or these By-Laws, the Chair and Vice Chair shall hold office until the next annual meeting of the Directors or a special meeting held in lieu thereof, and thereafter until their respective successors are chosen and qualified, unless a shorter term is specified in the vote electing or appointing them.
- 4.3 **Resignations and Removal.** Any officer may resign by delivering a written resignation to the Chair with a copy to the Principal. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any officer may be removed from office with or without cause by an affirmative vote of a majority of the Directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.
- 4.4 **Chair and Vice Chair.** The Directors shall elect a Chair and Vice Chair of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have such other duties and powers, as the Board of Directors or Executive committee shall appoint all standing and special committees for any reason. The Chair may call meetings of the Executive Committee and shall call such meetings at any time at the written request of two members of the Executive Committee. In the absence of the Chair, the Vice Chair may discharge any or all of the duties of the Chair.
- 4.5 **Treasurer.** Subject to the direction and control of the Board of Directors, the Treasurer shall have general oversight of the financial affairs of the Academy, shall provide monthly reports to the Board of Directors on the financial condition and affairs of the Academy, shall oversee all filings required by the State of Tennessee, the Internal Revenue Service, and any other governmental agency. The treasurer shall have other such powers and duties as incident to that office and as may be vested by these By-Laws or by the Directors.

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- 4.6 **Secretary.** The Secretary shall record and maintain records of all proceedings of the Directors in a book or series or books kept for that purpose and shall give such notices of meetings of Directors as are required by the Charter, these By-Laws, or by law. The Secretary shall distribute to the members of the Board of Directors copies of any minutes of prior meetings for approval. The Secretary shall have such other powers and duties to that office and as may be vested in that office and as by these By-Laws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.
- 4.7 **Other Officers.** Other officers shall have such duties and powers as may be designated from time to time by the Directors.

*Article V*

**Committees**

- 5.1 **Appointment and Duties.** The Board of Directors shall annually appoint such standing and special committees as the Board may deem proper and prescribe their membership, powers, and duties. The Board may appoint such other boards and committees as the Board may deem necessary.
- 5.2 **Standing Committees.** Standing Committees of the Board may include but are not limited to the Executive Committee, Budget & Finance, Resource Development, Curriculum & Instruction, Human Resources & Operations, Nomination, Health and Safety and Strategic Planning. Since the number of Board members is limited, Advisory Board members and other non-board members will be invited to participate on these committees based on their areas of interest and expertise. Each Committee shall hold office for one year and until a new Committee is appointed.
- 5.3 **Executive Committee.** The Executive Committee shall consist of not less than four nor more than eight Directors, and may include the Chair, Vice Chair, Treasurer, Corporate Secretary, and the MBA's Principal ex-officio. The Chair shall be the Chairman of the Executive Committee. A majority of the members of the Executive Committee shall have power to do all things conducive to the welfare of the Academy, which are not delegated to other committees or officers nor contrary to the bylaws or votes of the Board of Directors, or any applicable law. Subject to the foregoing, the Executive Committee may exercise between the meetings of the Board of Directors all the Powers of the Board of Directors except the election of Officers, the selection of Principal, or the amending of the bylaws. The Executive Committee shall make reports of its actions to the Board of Directors.
- 5.4 **Academy Principal.** The Memphis Business Academy Principal may be an ex-officio member of all standing and special Committees.

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*Article VI*

**Memphis Business Academy**

- 6.1 **Selection.** The Memphis Business Academy Principal shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors, who shall conduct an annual review of the Principal.
- 6.2 **Duties.** The Academy Principal shall carry out the policies established by the Board of Directors and shall be directly responsible to the Board of Directors. The Principal shall have general management of the artistic, academic, and administrative operations of the Academy and shall prescribe and direct the course of study, discipline to be observed, assessment of the student performance, and shall be responsible for all required reporting to the state of Tennessee. The Principal shall prepare an annual budget for submission to the Board. The Principal shall employ and discharge all personnel, prescribe their duties and terms of office, shall set their salaries within the minimum and maximum limits established by the Board of Directors, and shall conduct annual reviews of all personnel.

*Article VII*

**Comprehension and Personal Liability**

- 7.1 **Compensation.** No Director or Officer shall receive any compensation for services rendered as a Director or Officer. Notwithstanding the foregoing, any Director or officer may receive reasonable compensation for services rendered as an employee or subcontractor of the Academy and any Director or Officer may, if authorized by the Chair or the Board of Directors, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by the Director or officer. Any Director must make full disclosure to other members of the Board for any compensation received.



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*Article VIII*

- 8.1 Executive of Instruments.** All contracts, deeds, leases, bonds, notes, checks, drafts, and other instruments authorized by the Board to be executed by an officer of the Academy on its behalf shall be signed by the Chair or the Treasurer, except as the Directors may otherwise determine. Any recordable instrument affecting an interest in real estate, executed in the name of the Academy by the Chair and the Treasurer shall be binding on the Academy in favor of a purchaser of other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Charter, By-Laws, resolutions or votes of the Academy.
- 8.2 Corporate Records.** The records of all meetings of Directors, the names and addresses of the Directors and officers of the Academy, and the originals or attested copies of the Charter and the By-Laws of the Academy shall be kept in Tennessee at the Principal office of the Academy or of the Secretary, but such corporate records need not all be kept in the same office.
- 8.3 Guarantees and Surety Ship.** The Academy shall make no contracts of guarantee or surety ship.

*Article IX*

**Amendments**

These By-Laws may be altered, amended or repealed, or new By-Laws may adopted, by an affirmative vote of majority of Directors then in office, at any meeting of the Directors or special meeting of the Directors; provided, however, that notice shall be given in the notice of the meeting that an alteration, amendment or repeal of the By-Laws, or that new By-Laws may be adopted, will be proposed.

*Article X*

**Indemnification**

- 10.1 Generally.** The Academy shall, to the extent legally permissible and only to the extent that the status of the Academy as exempt from federal income taxation under Section 501 (C) (3) of the Code is not affected thereby, indemnify each person who may serve or who has served at any time as a Director, each person who may serve or has served as a Director, officer, employee, or the agent of another organization, against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties and liabilities, settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative in which an indemnified Officer may become involved by reason of serving or having served in such capacity ( other than a proceeding voluntarily initiated by such person unless a majority of the full Board of

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Directors authorized the proceeding), providing, that no indemnification shall be provided to such Indemnified Officer shall have been finally adjudicated in any proceeding (3) to have breached the Indemnified Officer's duty of loyalty to the Academy, (ii) not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interest of the Academy, (iii) to have engaged in intentional misconduct or a knowing violation of law, or (iv) to have engaged in any transaction from which the Indemnified Officer derived an improper personal benefit. Furthermore, any compromise or settlement payment shall be approved by the Academy in the same manner as provided below for the authorization of indemnification. Any person who at the request of the Academy may serve or has served another organization or any employee benefit plan in one or more of the foregoing capacities and who shall have acted in good faith, in the reasonable belief that his or her action was in the best interests of such organization or in the best interests of the participation or beneficiaries of such employee benefit plan, shall be deemed to have acted in such manner with respect to Academy.

**10.2 Advance: Repayment.** Such indemnification may, to the extent authorized by the Board of Directors of the Academy, include payment by the Academy of expenses, including attorneys' fees, reasonably incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

**10.3 Authorization.** The payment of any indemnification or advance shall be conclusively deemed authorized by the Academy approving such payment shall be wholly protected if:

(i) **Authorization.** The payment has been approved or ratified (1) by a majority vote of the Directors who are not at time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Academy) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (I) or, if that manner is not possible, appointed by a majority of the Directors then in office; or

(iii) the Directors have otherwise acted in accordance with the standard of conduct applied to Directors under the Tennessee statutes, as amended from time to time;

(iv) a court having jurisdiction shall approved the payment.

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**10.4 Heirs, Executors, and Administrators.** The indemnification provided here under shall incur to the benefit of the heirs, executors, and administrators of any Indemnified Officer entitled to Indemnification hereunder.

**10.5 Non-Exclusive Rights.** The right of indemnification provided hereunder shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Academy employees, agents, Directors, officers, and other persons may be entitled by contract or otherwise under law.

**10.6 Adverse Amendments.** No amendments or repeal of the provisions of this Article which adversely affect the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts of omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

**10.7 Employees and Agents.** The Academy may indemnify any employee or agent of the Academy to the extent authorized by the Board of Directors by an affirmative vote of a majority of the Directors entitled to vote, to the extent legally permissible and only to the extent that the status of the Academy, as except from federal income taxation under Section 501 c (3) of the code is not affected thereby. The foregoing provisions of the Article shall apply to any indemnification of any employee or agent under this article 10.7.