

Rising Leaders Academy Board Meeting MINUTES

August 28, 2019

Board Members Present: Dr. Rezk, Dr. Bakr, Dr. Yahia, Mrs. Woods, Mr. Steinbrecher, Mr. Albibi

Board Members Absent: Dr. Ozgen

Director Present: Dr. Jaber

Approval of August 21, 2019 Minutes:

Board minutes were approved with following change: add “on the bylaws” to the end of the sentence: Motion made by Dr. Rezk to accept candidates for vacant positions only, postpone elections, and increase the number of board members from 7 to 9.

New sentence: Motion made by Dr. Rezk to accept candidates for vacant positions only, postpone elections, and increase the number of board members from 7 to 9 on the bylaws.

Updates of Bylaws presented by Mrs. Woods

The board approved the updated presented by Mrs. Woods to changes made in **Section 2.04 Board Members, Section 2.06 Elections, and Section 2.08**. Below are the updated Bylaws:

Rising Leaders Academy Inc.
EIN: 80-0688292

Bylaws for RISING LEADERS ACADEMY, INC.

NAME

The name of the Corporation is Rising Leaders Academy, Inc.

Article I. PURPOSE

Section 1.01 Rising Leaders Academy is organized, and will be operated, exclusively for charitable, educational, scientific, literary and cultural purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 1.02 Rising Leaders Academy will admit students of any race, color, gender, religion, and national or ethnic origin and will have all of the rights, privileges, and activities generally accorded or made available to students of the school. It does not

discriminate on the basis of race, color, gender, national or ethnic origin in administration of its educational policies, scholarship and loan programs, nor athletic and other school-administered programs as well as employment opportunities.

Section 1.03 Restrictions. In all events and under all circumstances, the following provisions shall apply:

A. No part of net earnings of the Corporation shall inure to the benefit or be distributed to any of its officers, directors, Board members or other private persons, excepts that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried.

B. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

1) By a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) or

2) By a corporation contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law)

Section 1.04 Disposition on Dissolution. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualified as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, as the Board shall determine.

Article II. BOARD OF DIRECTORS

RISING LEADERS ACADEMY COMMUNITY

Section 2.01 Anyone living within Bay County is eligible to be part of the Rising Leaders Academy Community.

FOUNDING BOARD

Section 2.02 Rising Leader Academy was founded by Suha Jaber, who selected the Founding Board and Membership Council. The Membership Council consists of the following seven (7) members:

1. Suha Jaber
2. Hakam Hudaihed
3. Eren Ozgen
4. Tarone Watley
5. Osama Albibi

6. Ahmed Abobaker
7. Mohammad Rahim

Section 2.03 Responsibilities of Founding Board: The Founding Board shall serve as the Corporation's Board of Directors until the Governing Board is formed with the following primary responsibilities:

- a) Delegate assignments to committees and subgroups that are comprised of volunteers and community members, and
- b) Oversee the charter development and implementation until a Governing Board is formed.

GOVERNING BOARD

Section 2.04 Board Members: The Governing Board shall consist of the following nine (9) members:

a) Nine (9) generally elected members from the Rising Leaders Academy Community. These members will serve for a three (3) year term, but may run again. There is no limit to the number of times a member can run.

c) In addition to the nine (9) Board Members, the Governing Board may invite community members or representatives from the school's partners to participate in consultations as "non-voting" members.

ELECTIONS

Section 2.05 Nominations:

Notice about the expiring positions will be announced prior to the expiration of the term of the position. Nominations must be submitted to the President of the Board one (1) week prior to the expiration of the term of a Board position. Any Rising Leaders Academy community member can nominate any member from the Rising Leaders Academy Community or non-paid staff to a Board position. In addition, to nominations made by the Rising Leaders Academy Community, the President shall consider and make all possible nominations and keep a report of such nominations.

Section 2.06 Elections

Elections will be completed by the end of May of each year or as soon thereafter as is practicable. Newly elected board members start their service on August board meeting of that year. New members are elected by the majority votes of the Governing Board. Elections shall be supervised by the Board acting at the time. Three (3) members shall be elected/re-elected every year.

Section 2.07 Vacancies:

Any vacancy occurring in a position in the Board may be filled by nomination and election by the Governing Board. A board member elected to fill this vacancy shall serve for the un-expired term of the predecessor in office. Any member of the Board may resign his or her position at any time.

QUORUM

Section 2.08 Five (5) board members or a majority of the number of board members but not less than four (4) board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The President or Vice President must be present. The board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough board members leave the meeting so that less than a quorum remains. However, no action may be approved without the consultation of at least a majority of the number of board members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the board members present may adjourn and reconvene the meeting one time without further notice.

DUTIES AND RESPONSIBILITIES OF THE BOARD MEMBERS

Section 2.09 The Governing Board shall serve as the Corporation's Board of Directors and shall oversee the school operations. The Administration is responsible for running the daily operations of the school. The Governing Board has the following primary responsibilities to be carried out in accordance with the Rising Leaders Academy Charter and Bylaws:

a) Develop Goals: The Governing Board's most critical role is to develop and maintain the vision, mission, and long-term goals and strategies for Rising Leaders Academy. The management and implementation strategy shall be delegated to the Principal who has the responsibility to report to the Board.

b) Develop Resources: The Governing Board must develop the resources necessary to keep Rising Leaders Academy a viable, professionally staffed, well-functioning organization through the following:

1. Long-term financial planning and fundraising
2. Development of long-term plans to develop and maintain professional staff
3. Development of long-term plans to explore successful, beneficial partnerships.

Section 2.10 Decision-Making: The following potential decision-making situations and methods will be applied:

- a) All Managerial Decisions** will be passed to the Principal.
- b) Simple Policy Decisions** where direction is already established with existing policy or previous board decision – the President may make a decision on behalf of the board.
- c) Significant and Unique Decisions:** The Board of Directors shall try to act by consensus. However a vote of the majority of the directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. If consensus is not reached, then the President makes the decision on behalf of the board and information gathered, while providing detailed justifications of how the decision is in the best interest of the academy and in harmony with the vision, mission, and long-term goals.

Section 2.11 Directors shall exercise ordinary business judgments in managing the affairs of the Corporation. Board members shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as board members of this corporation, board members shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are lawful. In all other instances, the Board shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful.

BOARD COMMITTEES

Section 2.13 The Board of Directors may designate one or more committees to conduct the affairs of the Corporation to the extent authorized. Each Board committee shall consist of at least two members. The board shall have power to change the powers and membership of, fill in vacancies in, and dissolve any committee at any time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors or any members thereof, of any responsibility imposed by the law.

PROXIES

Section 2.14 A Board member may vote by proxy executed in writing by the board member. No proxy shall be valid after three (3) months from the date of its execution.

COMPENSATION

Section 2.15 The Board of Director shall not receive salaries for their services. The Board of Directors may adopt a resolution providing payment to directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

REMOVAL OF BOARD MEMBERS

Section 2.16 The Board of Directors may vote to remove a board member at any time, only for good cause. Formally and informally, all Board members are ambassadors of the RLA community. They have the responsibility to represent RLA in a manner that is consistent with its vision, mission, and guiding principles. Additionally Board members are responsible for developing and maintaining positive relationships with the administration, partners, and community leaders. Therefore, any member who releases statements or proceeds with action that conflict with the school's interest must be removed from the Board. Board Members cannot use their title to interfere with the day-to-day operation of the administration of the school. The main duties of Board members is to review and maintain Bylaws and establish policies and plans consistent with the

mission. Board members assure compliance with applicable laws and regulations. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the board member.

Article III. MEETINGS OF THE BOARD

Section 3.01 Meetings of the Board: The Board shall follow the Florida statutes regarding the meetings of the Board. Florida statutes state that each charter school's Governing Board must hold at least two public meetings per school year. The meetings must be noticed, open, and accessible to the public, and attendees must be provided an opportunity to receive information and provide input regarding the charter school's operations. The appointed representative and charter school Principal, or his or her equivalent, must be physically present at each meeting and inform the parents of the public meeting.

Section 3.02 Executive Sessions: All School business must be transacted in public meetings, except that the Board of Directors may meet in executive session, limiting attendance to those persons invited to participate, to consider any of the matters permitted under the Florida Open Meetings Law.

Section 3.03 At all meetings of the Board of Directors, five (5) members of the Board shall constitute a quorum for the transaction of business. Except as otherwise specifically provided herein, all resolutions adopted and all business transacted by the Board shall require the affirmative vote of a majority of the Board members present and voting at any meeting at which a quorum is present shall constitute the official act of the Board. Attendance at board meetings is mandatory. If a Board member must miss a meeting, the President must receive 24 hours notice. The President, Vice President, or a designee shall preside at all meetings of the Board.

Article IV. OFFICERS

Section 4.01 The principal officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be elected for one (1) year by board members at the first meeting of the school year after elections are held.

Section 4.02 President: The President shall perform all duties and may exercise all rights as are incident to the office of the President of the Board and such other duties as may be prescribed by the Board or these Bylaws.

Section 4.03 Secretary: The Secretary shall be responsible for the minutes of all the meetings of the Board and for authenticating records of the corporation. The Secretary shall have charge of the corporation's minute book and seal. The Secretary shall also perform such other duties and have such other powers and responsibilities as may be assigned to him or her from time to time by the President. The Secretary shall be responsible for creating the meeting agenda in consultation with the Administration, the President and any Board Members who wish to contribute.

Section 4.04 Treasurer: The Treasurer shall oversee the financial transactions and financial reports prepared for the Board and shall see that proper financial procedures are being followed as established by the Board. The Treasurer shall have such other duties and responsibilities as may be assigned to him/her from time to time by the President and/or the Board.

Section 4.05 Vice-President: When the President is absent, is unable to act, or refuses to act, a Vice-President shall perform the duties of the President. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice-President, the Vice-Presidents shall act in place of the President in the order of the votes received when elected. A Vice-President shall perform other duties as assigned by the President and/or the Board.

Section 4.06 If a vacancy occurs in an office other than that of the President, an election shall be held within 90 days. If a vacancy occurs in the office of the President, the Vice-President shall serve as President Pro Tempore until a successor President is elected by the remaining Board at an annual or special meeting.

Article V. COMPENSATION OF OFFICERS

Section 5.01 The officers shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by an officer in furtherance of the corporation's purposes.

CONTRACTS

Article VI. CHECKS, DEPOSITS, AND FUNDS

Section 6.01 Contracts: The Board of Directors may authorize any officer, 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 either general or confined to specific instances.

Section 6.02 Checks and Drafts: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Treasurer and countersigned by the Secretary or Principal.

Section 6.03 Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.04 Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article VII. BOOKS AND RECORDS

Section 7.01 The Corporation shall keep correct and complete books of account and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors.

Article VIII. COMMITTEES

Section 8.01 Standing and special committees of the Board of the corporation may be authorized by the Governing Board of the corporation. The chairpersons and members of all committees shall be elected by the Governing Board.

Article IX. SEAL

Section 9.01 The seal of the corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signatures of the President and Secretary of the corporation followed by the “SEAL” enclosed in parentheses or scroll shall be deemed the seal of the corporation. The Secretary shall be in charge of the seal and the Secretary shall affix the seal on all corporate papers where necessary or appropriate.

Article X. AMENDMENTS

Section 10.01 The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the majority vote of the Board. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the new Bylaw provisions as well as the text of any existing provisions may include a fair summary of those provisions.

Article XI. INDEMNIFICATION

Section 11.01 The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office or any person who may have served at its request as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise 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.

Meeting candidates who applied to join the Board:

The board met with the four candidates: Dr. Arifa Garmen, Dr. Talal Nofa, Mrs. Mimi Batrony, Mrs. Mynde Kelly who applied to join. The board welcomed the candidates and informed them that 4 positions are available, so all the candidates can be new members in the board. Dr. Jaber informed the new members that she will provide them with information to complete the training and get fingerprinted.