



BOARD POLICIES HANDBOOK



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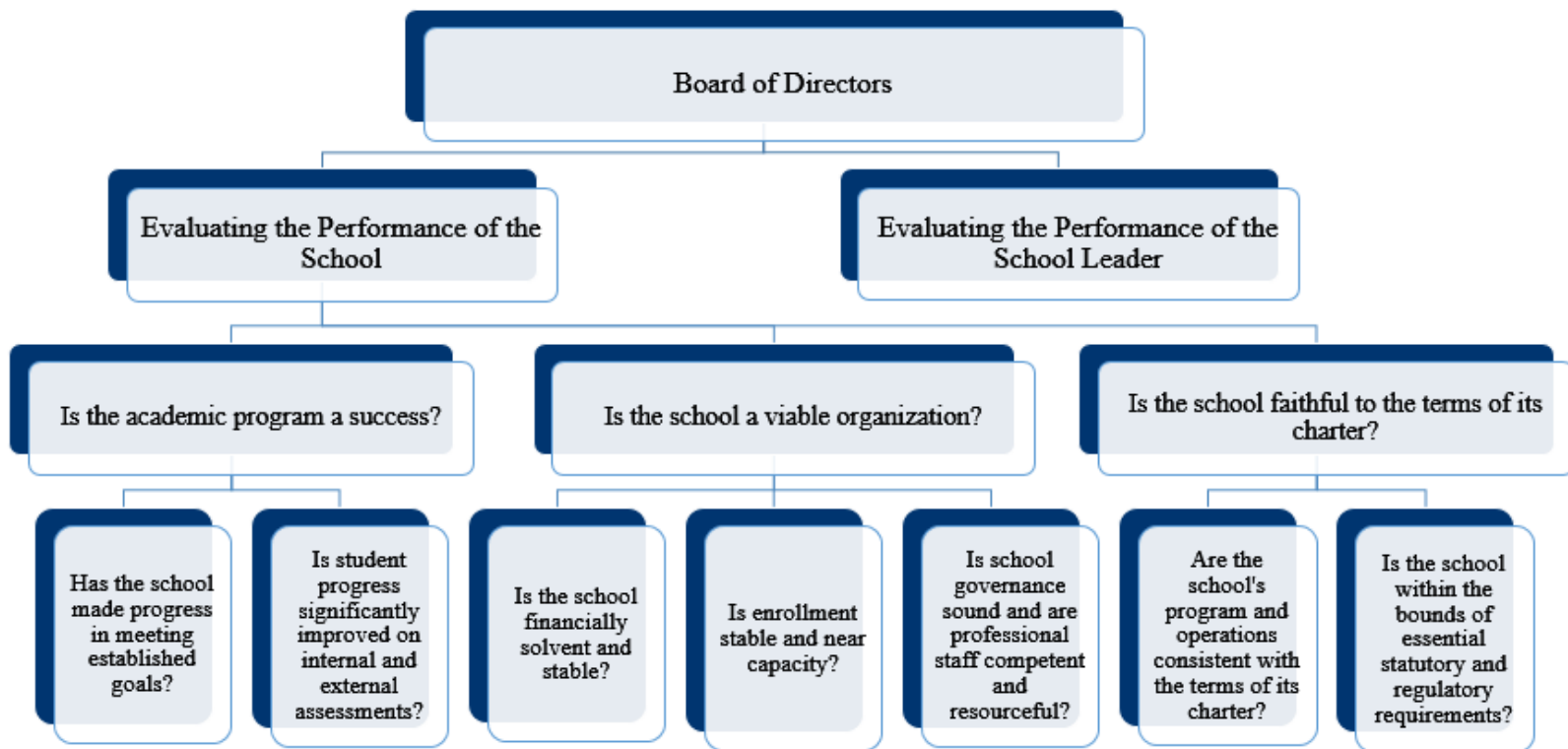


OVERVIEW – Responsibilities of the Board of Directors

The Board of Directors holds the charter for STRIVE Collegiate Academy Charter School (“STRIVE”), pursuant to the Tennessee Public Charter Schools Act. The Board is an organized group of volunteers who, collectively, are legally and ethically accountable to the community and the state for the health, vitality, and effectiveness of our organization. The primary role of the Board is “governance.” Governance encompasses legal responsibilities, general and academic oversight, planning and policy-making, and meeting fiduciary requirements.

The STRIVE Policy Manual contains the policies used to effectively govern the organization for the purpose of creating a high quality public charter school for the students and families of Metropolitan Nashville Public Schools.

Responsibilities of the Board of Directors





SECTION 1 – The School

1.01 Vision, Mission and Pillars

Vision

STRIVE Collegiate Academy (STRIVE) will cultivate college-ready high school graduates who will achieve post-secondary success and become leaders in their communities, Nashville, and beyond. STRIVE will be a high performing middle school in Nashville that will help MNPS achieve its goal to prepare all of its students for college and career. At STRIVE Collegiate, everything we do will center on preparing students for their futures to become responsible citizens, contributors to their communities, and lifelong learners. We will do this by creating a school that is safe, challenging, and joyful. Our school will be a place where adults and students push themselves and each other to be their best selves in both academics and character. We will create powerful learning opportunities that will empower students to communicate effectively, think critically, solve problems, demonstrate responsibility, and respect themselves and others. We will work in partnership with families and our community through open communication and outreach.

Mission

At STRIVE Collegiate Academy, our mission is to prepare middle school students for success in high school, college, and career. We will achieve this by empowering each student with a literacy-based curriculum aligned across all content areas in a culture that encourages leadership, virtue, and excellence as the foundation for success in all of their endeavors.

Pillars

STRIVE's approach to education is to hold high expectations for every student, ensure a focus on excellence and results, and provide systematic support and challenge for every student. These elements have produced successful student outcomes in schools around the country with a high concentration of high needs students who are academically behind, and will be used to provide a top quality education to the middle school students in Nashville, specifically in the McGavock cluster. The following are the key design elements of our educational model that will drive outcomes in our proposed school. Each of these will be fully presented in its corresponding section.

- **Rigorous Academics and Personalized Learning.** At STRIVE, all students will participate in a rigorous college preparatory curriculum. All of our teachers will deliver high quality core instruction, guided by a robust data-driven environment to provide personalized learning opportunities through targeted instruction and academic supports and enrichment. Through regular and systematic assessment of each student and his/her work, every student will have a personalized and evolving learning profile based on the Response to Intervention Framework. These profiles will drive instructional practices for the team and the goals of targeted intervention and enrichment offered daily to students as a fully integrated part of their schedules.
- **A Focus on Literacy.** Many of the students in our target population are several grades behind their more affluent peers in Reading Language Arts. We know that literacy is the foundation for all learning, therefore, literacy is embedded and aligned across all content areas at STRIVE. Students will receive two hours of dedicated literacy instruction in addition to content-driven literacy in other subject areas. Through proven literacy practices, such as the workshop model, Guided Reading, and literature circles, students will develop the critical reading, writing, speaking, and listening skills they need to be successful in high



school, college, and their careers. All teachers will be teachers of literacy and will receive the training they need to infuse literacy into their content areas as well as provide targeted reading instruction.

- **Leadership Development.** In an effort to ensure that students are successful when they leave us, we have to equip them with the necessary “soft skills” and character traits that will accompany their academic success. Providing students and families with Personalized Learning Profiles, organizational skills, and character instruction allow them to become leaders and take responsibility for their learning. Through our weekly Leadership Seminar, called I STRIVE, students explore the concept and application of leadership through the study of leaders and leadership characteristics. This program, facilitated by faculty advisors/homeroom teachers, builds a sense of independence, a willingness to inspire and become role models, and the ability to become problem-solvers for themselves and others. In addition, STRIVE’s core values of **Self-Advocacy, Teamwork, Resilience, Integrity, Virtue, and Excellence (STRIVE)** support students’ leadership development. Learning and practicing these core values will help instill in students the life skills that must accompany academic skills in order for students to be successful in high school, college and career. Students will engage with these values through our leadership development program; they will receive positive reinforcement for demonstration of the values through our school-wide behavior system; and curricular themes and community meetings will align with and support the values.
- **Effective Use of Additional Time.** An extended school day and year will provide students and teachers the opportunity to maximize learning in order for the students to become college-ready graduates and successful in their post-secondary options. Our school day will run from 7:30 to 4:15 four days per week, with a 1:30 dismissal on Wednesday, and our school year will run approximately two weeks longer than MNPS. This additional time, which equates to roughly an additional 400 hours of schooling (or over 60 more days than a typical district with a six hour day and 180 day year), will allow us to provide targeted reading instruction to every student; embedded, individualized supports for students through a dedicated tutoring period; and consistent and programmatic leadership development instruction. We also provide more time for ongoing and intensive professional development during the summer as well as throughout the year. This ensures that our teachers are consistently delivering high quality instruction and producing results.
- **Parent and Community Collaboration.** At STRIVE we serve families, not just students. In an effort to build leaders in the community, we will engage and support our parents. More specifically, we provide meaningful ways for families to be involved in their student’s learning through collaborative Family Data Days; workshops around supporting STRIVE students as well as sessions determined by parent need; and authentic leadership opportunities through our parent-led committees. We collaborate with the community by partnering with key organizations, such as the YMCA, the Girl Scouts, and Junior Achievement, to provide programs for our students and by supporting the community through service.

1.02 School Legal Status

STRIVE Collegiate Academy Charter School is a Tennessee charter school organized pursuant to the Tennessee Charter Schools Act. STRIVE will operate pursuant to a charter being granted by the Metropolitan Nashville Public Schools Board of Education upon charter application approval.

Under the Tennessee Charter Schools Act, STRIVE is a public school, and its status as a nonprofit corporation does not affect its status as a public school. However, for governance, finance, and



administrative purposes, STRIVE operates as a Tennessee nonprofit corporation. The nonprofit's Articles of Incorporation and non-profit status are provided as addendum to this manual.

1.03 Non-Discrimination Policy

STRIVE Collegiate Academy Charter School provides equal opportunities without regard to race, color, national origin, gender, age, disability, sexual orientation, family situation, religion, political affiliation, or veteran status in its educational programs and activities. This includes, but is not limited to, admissions, educational services, financial aid, and employment. Any complaints or allegations of any violation of this statement should be immediately directed in writing to: LaKendra Butler (or her designee), STRIVE Collegiate Academy Executive Director.

SECTION 2 - The Board

2.01 Bylaws

Article I: Nonprofit Purposes

A. Internal Revenue Code Section 501(c) (3) Purposes

This corporation is organized and operated exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Specific Objectives and Purposes

The corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, operating, advising, and supporting public charter schools in the state of Tennessee.

Article II. Board of Directors

STRIVE Collegiate Academy, Inc. will be governed by a Board of Directors (hereinafter "Board"). The rules of governance will be consistent with the By-laws as stated in this constitution.

A. Powers

The Board shall conduct or direct the affairs of STRIVE Collegiate Academy, Inc. and exercise its powers, subject to the limitations of the Tennessee Nonprofit Corporation Act, the Articles of Incorporation, and the By-laws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction. Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these By-laws, and the following specific powers:

1. To elect and remove Directors
2. To select and remove officers, agents and employees of STRIVE Collegiate Academy, Inc.; to prescribe powers and duties for them; and to fix their compensation



3. To conduct, manage and control the affairs and activities of STRIVE Collegiate Academy, Inc., and to make rules and regulations
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of STRIVE Collegiate Academy, Inc.
5. To carry on a business that will result in revenue and to apply any revenue that results from the business activity to any activity that will fulfill the mission of STRIVE Collegiate Academy, Inc.
6. To act as Director under any trust incidental to the STRIVE Collegiate Academy's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust
7. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property
8. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities
9. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Tennessee Nonprofit Corporation Act and the limitations noted in these By-laws.

B. Number of Directors

The number of Directors of the STRIVE Collegiate Academy, Inc. shall be not less than 5 or more than 15.

C. Interested Persons

Not more than 49% of the persons serving on the Board may be interested persons. See Section III, part A of these By-laws for a definition of an "interested person."

D. Election of Directors

1. Election. STRIVE Collegiate Academy's, Inc. Executive Director shall automatically be an ex officio Director serving on the Board; and will serve in an advisory capacity and shall not have a vote. The Board shall elect the remaining Directors by the vote of a majority of the Directors then in office, whether or not the number of Directors in office is sufficient to constitute a quorum, or by the sole remaining Director.
2. Eligibility. The Board may elect any person who in its discretion it believes will serve the interests of STRIVE Collegiate Academy, Inc. faithfully and effectively. One seat on the board shall be reserved for the parent of an active STRIVE Collegiate Academy, Inc. student ("Parent Representative"). In addition to other candidates, the Board will consider the following nominees:
 - a. Following the graduation of the initial class, an alumna or alumnus of STRIVE Collegiate Academy, Inc.
 - b. Diverse members of the community
3. Term of Office.
 - a. Two of the initial Directors will serve a three-year term and two will serve a two-year term, except the term of any Director who is the parent or alumni shall be two years. Thereafter, all members of the Board will be elected by the Board of Directors.
 - b. The terms of board members will be staggered. All board members' terms will be for three years.
 - c. The term of office of a Director elected to fill a vacancy in these by-laws begins on the date of the Director's election, and continues: (1) for the balance of the unexpired term in



the case of a vacancy created because of the resignation, removal, or death of a Director, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.

- d. A Director's term of office shall not be shortened by any reduction in the number of Directors resulting from amendment of the Articles of Incorporation or the By-laws or other Board action.
 - e. A Director's term of office shall not be extended beyond that for which the Director was elected by amendment of the Articles of Incorporation or the By-laws or other Board action.
4. Time of Elections. The Board shall elect Directors whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

E. Removal of Directors

The Board may remove by a majority vote a Director with or without cause as provided by the Tennessee Nonprofit Corporation Act. The Board may remove any Director who:

- 1. Has failed to attend two or more of the Board's Regular Meetings in any calendar year
- 2. Has been declared of unsound mind by a final order of court
- 3. Has been convicted of a felony
- 4. Has been found by a final order or judgment of any court to have breached any duty imposed by the Tennessee Nonprofit Corporation Act
- 5. For such other good causes as the Board may determine

F. Resignation by Directors

A Director may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. A Director may not resign if the Director's resignation would leave STRIVE Collegiate Academy, Inc. without a duly elected Director in charge of its affairs.

G. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these By-laws, or upon a Director's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Directors.

H. Compensation of Directors

Directors shall serve without compensation. The exception is that the Executive Director of STRIVE Collegiate Academy, Inc., a Director who serves in an advisory capacity on the Board as an ex-officio member without a vote may be compensated by the Corporation. His or her salary and benefits will be determined by the Board of Directors according to reasonable standards for such a position.

The Board may approve reimbursement of a Director's actual and necessary expenses while conducting STRIVE Collegiate Academy, Inc. business.

I. Nonliability of Directors

The Directors shall not be personally liable for STRIVE Collegiate Academy's, Inc. debts, liabilities or other obligations.



J. Indemnification by Corporation of Directors and Officers

The Directors and officers of STRIVE Collegiate Academy, Inc. shall be indemnified by the corporation to the fullest extent permissible under the laws of Tennessee.

K. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these By-laws, or provisions of law.

Article III. Conflict of Interest Policy

The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation.

A. Interested Person

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which the Corporation is a part, he or she is an interested person with respect to all entities of the corporation.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under part D of this Section, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

C. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

D. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion and/or presentation with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists by a majority vote.



The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether it is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

E. Violations of the Conflicts of Interest Policy

If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

F. Recording Conflicts of Interest

The minutes of the board and all committee with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

G. Annual statement

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

H. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize the tax exempt status of the Corporation, periodic reviews shall be conducted. The periodic reviews shall include, at a minimum, whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies,



are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or excess benefit transaction

Article IV. Meetings of the Board

A. Place of Meetings

Board Meetings shall be held at a STRIVE Collegiate Academy, Inc. site, or at the registered corporate office of STRIVE Collegiate Academy, Inc., or any other reasonably convenient place as the Board may designate.

B. Annual Meetings

An Annual Meeting shall be designated by the board for the purpose of electing Directors, making and receiving reports on STRIVE Collegiate Academy, Inc. affairs, and transacting other business as comes before the meeting.

C. Regular Meetings

Regular Meetings shall be held at various times within the year as the Board determines. Any such regular meeting previously scheduled by board statute, ordinance, or resolution shall give adequate public notice of such meeting [TN Code Annotated 49-13-111(h)].

D. Special Meetings

A Special Meeting shall be held at any time called by the Chair of the Board or by any five Directors. Any such special meeting not previously scheduled by statute, ordinance, or resolution, or for which notice is not already provided by law, shall give adequate public notice of such meeting [TN Code Annotated 8-44-103(b)].

E. Adjournment

A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these By-laws.

F. Notices

Notices of Board Meetings shall be given as follows:

1. Annual Meetings and Regular Meetings may be held without notice if the By-laws or the Board fix the time and place of such meetings.
2. Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or e-mail. Notices will be deemed given when deposited in the United State mail, addressed to the recipient at the address shown for the recipient in the corporation's records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Director of to a person whom it is reasonably believed will communicate it promptly to the Director.

Article V. Action by the Board



A. Quorum

A quorum consists of 51% of the fixed number of Directors.

B. Action by the Board

1. Actions Taken at Board Meetings

The actions done and decisions made by a majority of the Directors present at a meeting duly held at which a quorum is present are the actions and decisions of the Board, except for purposes of electing Directors, appointing committees and delegating authority thereto, or amending the STRIVE Collegiate Academy's, Inc. By-laws, where the action of a majority of Directors then in office is required as set out in these By-laws. The Board may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required.

2. Actions by proxy not permitted. Proxy voting by Directors is not allowed.

3. Actions without a Meeting. The Board may take any required or permitted action without a meeting if all the Directors individually or collectively consent in writing to the taking of that action. Such consent shall have the same effect a unanimous vote of the Board, and shall be filed with the minutes of the Board proceedings.

4. Board Meeting by Conference Telephone. Directors may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can simultaneously hear one another and be able to speak to one another [TN Code Annotated 8-44-108(c)(3)]. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

C. Committees

1. Appointment of Committees

The Board may appoint one or more Board Committees by vote of the majority of Directors. A Board Standing Committee will consist of not less than two Directors, who shall serve at the pleasure of the Board. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

2. Authority of Board Committees

The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

- a. The election of Directors**
- b. Filling vacancies on the Board or any committee which has the authority of the Board**
- c. The amendment or repeal of any Board resolution**
- d. The amendment or repeal of By-laws or the adoption of new By-laws**
- e. The appointment of other committees of the Board, or the members of the committees**

3. Procedures of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these By-laws concerning meetings of the Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

D. Standard of Care



1. Performance of Duties

Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in STRIVE Collegiate Academy's, Inc. best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

2. Reliance on Others

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:

- a. One or more officers or employees of STRIVE Collegiate Academy, Inc. whom the Director believes to be reliable and competent in the matters presented
- b. Legal counsel, independent accountants or other persons as to matters that the Board believes are within that person's professional or expert competence
- c. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted

3. Investments

In investing and dealing with all assets held by STRIVE Collegiate Academy, Inc. for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to STRIVE Collegiate Academy, Inc.

E. Rights of Inspection

Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law.

F. Participation in Discussions and Voting

Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below:

- a. Any Director shall be excused from the discussion and vote on any matter involving: (a) a self-dealing transaction; (b) a conflict of interest, (c) indemnification of that Director; or (d) any other matter at the discretion of a majority of the Directors then present.

G. Duty to Maintain Board Confidences

Every Director has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Director violating this confidence may be removed from the Board.

Article VI. Officers

A. Designation of Officers



The officers of STRIVE Collegiate Academy, Inc. will consist of Chair, Vice Chair, Secretary and Treasurer. STRIVE Collegiate Academy, Inc. also may have such other officers as the Board deems advisable.

1. Chair: Subject to Board control, the Chair has general supervision, direction and control of the affairs of STRIVE Collegiate Academy, Inc., and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.
2. Vice Chair: If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
3. Secretary: The Secretary shall: (a) keep or cause to be kept, at STRIVE Collegiate Academy's, Inc. Executive Director office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of STRIVE Collegiate Academy's, Inc. Articles of Incorporation and By-laws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the By-laws; and (d) have such other powers and perform such other duties as the Board may prescribe.
4. Treasurer: The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of STRIVE Collegiate Academy's, Inc. properties, receipts and disbursements; (b) make the books of account available at all times for inspection by any Director; (c) deposit or cause to be deposited STRIVE Collegiate Academy's, Inc. monies and other valuables in STRIVE Collegiate Academy's, Inc. name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed STRIVE Collegiate Academy's, Inc. funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once per quarter every fiscal year, an account of STRIVE Collegiate Academy's, Inc. financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

B. Election, Eligibility and Term of Office

1. Election

The Board shall elect the officers annually at the annual meeting or a regular meeting designated for that purpose or at a special meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.

2. Eligibility

A Director may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.

3. Term of Office

Each officer serves at the pleasure of the Board for a one year term, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

C. Removal and Resignation

The Board may remove any officer, with or without cause, at any time. Such removal by majority vote shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to STRIVE Collegiate Academy, Inc., the resignation taking effect on receipt of the notice or at a later date of specified in the notice.



Article VII. Other Provisions

A. Fiscal Year

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

B. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of STRIVE Collegiate Academy, Inc. may be signed by the Chair, Treasurer or STRIVE Collegiate Academy's, Inc. Executive Director.

C. Interpretation of Charter

Whenever any provisions of these By-laws are in conflict with the provisions of the Charter, the provisions of these By-laws control.

VIII. IRS 501(c) (3) Tax Exemption Provisions

A. Limitations on Activities

No substantial part of the activities of STRIVE Collegiate Academy, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and STRIVE Collegiate Academy, Inc. shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By-laws, STRIVE Collegiate Academy, Inc. Shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

B. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that STRIVE Collegiate Academy, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

C. Distribution of Assets

Upon the dissolution or winding up of STRIVE Collegiate Academy, Inc., its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which 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.

IX. Amendment

The Governance Committee shall annually review the By-laws subsequent to the annual Director training. Within 90 days of the annual Director training, the Governance Committee shall propose any amendments to the By-laws for full Board approval. A majority of the Directors may adopt, amend or repeal these By-laws.



X. Dissolution

In the event STRIVE Collegiate Academy, Inc. should cease operations for whatever reason, including the non-renewal or revocation of its charter, it is agreed that the chartering authority [as defined in T.C.A. 49-13-104(4)] shall supervise and have authority to conduct the winding up of the business and affairs of STRIVE Collegiate Academy, Inc.; provided, however, that in doing so, the chartering authority does not assume any liability incurred by STRIVE Collegiate Academy, Inc. beyond the funds allocated to it by the chartering authority under the charter agreement. The chartering authority hereunder shall include, but shall not be limited to, the return and disposition of any assets acquired by purchase or donation by STRIVE Collegiate Academy, Inc. during the time of its existence.

Decision and Policy Making

2.02 Decision Making

STRIVE Collegiate Academy Charter School has been created to serve students. All decisions by the Board of Directors and the administration should be made within the parameters of the mission and vision of the school, always keeping in mind the interest of students.

2.03 Policy Making

1. The Board shall be solely responsible for adopting, repealing or amending policies for STRIVE Collegiate Academy Charter School. Action by the Board shall be accomplished as set forth in the bylaws.
2. Proposals for adopting, repealing or amending policies for STRIVE may be made in writing by any member of the Board or by any parent or student submitted through an administrator of the school. The proposal shall be submitted to the Governance Committee Chair at least 45 days prior to the next regular meeting of the Board, and when appropriate, shall include adequate information concerning potential fiscal impact on the school. If approved by a majority vote of the Governance Committee, the proposed change shall be submitted to the full Board for consideration pursuant to Section 2.03(3). The Governance Committee shall annually review all policies subsequent to the annual Director training. Within 90 days of the annual Director training, the Governance Committee shall propose any changes to policies to the full Board for consideration pursuant to Section 2.03(3).
3. Except in cases of special need, the Board shall follow the following procedure in adopting, repealing or amending policies at STRIVE:
 - (a) The First Reading. The proposed policy shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The proposed policy shall be contained in the Board packet distributed prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed policy. A vote of the Board will be taken after the reading, and if the amendment receives a simple majority vote of the Directors present at the meeting, it will be placed on the agenda for a second reading at the next meeting of the Board.
 - (b) The Second Reading. If the proposed policy is approved on first reading, it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose.



No amendment shall be adopted at second reading unless the amendment receives a two-thirds vote of the Directors present at the meeting. If the proposed policy is adopted upon second reading it shall become a policy of STRIVE, and the Policy Manual shall be amended accordingly.

- (c) Special Need. Upon a two-thirds (2/3) vote of the Directors present at a regular or special meeting called for that purpose, a special need may be declared. If a special need is declared, a policy may be adopted on first reading.
- (d) A proposed policy should reference the policy provision it will be amending. Ideally, the entire policy will be reprinted with new language in all caps, and language to be deleted lined out. New policies should include the proposed table of contents, policy title, and code number.

2.04 Board Review of Administrative Procedures

1. The Board recognizes that its role is to ensure that STRIVE is well managed, not to manage STRIVE. The Executive Director shall be responsible for the day-to-day administration of affairs of STRIVE and shall manage all activities of the school as prescribed by the Board. As a result, the Board need not review administrative policies and regulations in advance of issuance except as required by law. However, the Board should approve in advance any highly sensitive matters of policy and/or regulations that have the potential to impact its duties and obligations to STRIVE and/or the Tennessee Department of Education. To that end, the Executive Director shall exercise his or her discretion to identify and bring to the Board's attention any such policies and regulations prior to issuance.
2. Administrative policies and regulations should reference existing Board policy when applicable. The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board's policies.

Attendance

2.05 Board Attendance Policy

Purpose. This policy was developed with the recognition that Board membership is voluntary and that individual members contribute their time and energy in different ways. However, because Board meetings are the only forum during which the Board can discuss and vote on major school policies and decisions, attendance at these meetings carries a special importance. All Board members will receive a copy of this policy to ensure that everyone is properly informed about the expectations for Board attendance.

Definitions. *"Notified" Absence*: For absence to be "notified," a Board member must notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm the day of the meeting that s/he will be absent. *"Un-notified" Absence*: For absence to be "un-notified," a Board member failed to notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm of meeting day that s/he will be absent.

Board Attendance Problem. If any of the following conditions exist, it is considered a Board attendance problem: (1) the member has two *"un-notified"* absences in a row; (2) the member has three *"notified"* absences in a row; or (3) the member misses one third of the total number of Board meetings during one of their term years.

Process for Responding to a Board Attendance Problem. The Board Secretary will keep track of Board member attendance through Board meeting minutes and will provide this information to the Chair. The



Chair will directly contact a Board member at risk of potentially violating the policy to issue both verbal and written warning as well as discuss the problem. If a Board member does violate the policy, the Chair will bring this to the Board's attention for discussion, after which point a majority vote will be held to determine possible termination from the Board.

2.06 Public Attendance at Board Meetings

1. STRIVE desires to provide opportunities for any member of the community to express interest in and concern for the school. Accordingly, the public is cordially invited to attend all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.
2. Meetings are closed to the public only when the Board is meeting in executive session. An executive session may be called only to discuss matters not appropriate for public discussion, as defined under Tennessee law. An executive session may be called only upon the affirmative vote of two-thirds of the quorum present. No formal action of the Board may be taken in any executive session.
3. Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the Executive Director, who will respond according to the following procedures:
 - (a) The Executive Director will consult with the Board Chair and, if appropriate, other Board members about including the request on the agenda for the next regularly scheduled Board meeting.
 - (b) If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.
 - (c) The person may present their information orally to the Board when the agenda item is discussed. The Board reserves the right to establish reasonable time limits for public comment and presentations.
4. Notice of meetings of the STRIVE Board shall be posted in the school offices and on the school website at least 24 hours prior to the meeting and in full compliance with all public meeting laws in the state of Tennessee.

Committees

2.07 Standing Committees

1. **Academic Achievement Committee** – The Academic Achievement Committee will be responsible for reviewing school assessment policies and procedures and ensuring that those policies conform to district and state standards. The Academic Achievement Committee is also responsible for reviewing results of school assessment programs, reporting findings to the Board and, when applicable, proposing changes in policy indicated by assessment findings
2. **Finance Committee** – The Finance Committee is responsible for reviewing and submitting an annual balanced budget to the Board and, after Board approval, making the budget available to the public. The Finance Committee will also oversee preparation of the annual report, including audited financial statements, and other exhibits required by the Tennessee Department of Education, and make them available to the public as stated in Tennessee law.
3. **Governance Committee** – The Governance Committee is responsible for setting criteria for Board election, and identifying and evaluating candidates for the Board of Directors. The Governance Committee will present candidates for election to the Board as needed. Election will be by a simple majority of the sitting Board. The Governance Committee will also conduct the Board self-evaluation, described in Section 2.11.



4. **Development Committee** – The Development Committee is responsible for ensuring that STRIVE’s total development program is in concert with the organization’s strategic direction and needs. The committee serves as the mechanism by which Board members and other volunteers are involved in the fundraising process. (Note: Development Committee may be combined with Finance Committee.) There shall be created a Marketing sub-committee which reports to the Development committee. The Marketing sub-committee shall work to assist the Development committee in creating general messaging for tangible and digital collateral.

2.08 Special Task Forces to the Board

1. The primary purpose of any special task force to the Board is to contribute to the overall mission of the school by conducting studies, identifying problems, or developing recommendations to assist the Board in making decisions. The ultimate authority to make those decisions, however, will be the Board’s as required by law.
2. A special task force may be formed by the Board at such times and for such purposes as the Board may deem necessary. They will be given a clear objective, and will be dissolved upon accomplishing that objective.
3. Members of a special task force will be chosen by the Board and should include individuals who have shown an interest or who have special knowledge or expertise related to the task force’s objective.

Fundraising

2.09 Board Fundraising Policy

The STRIVE Board of Directors is a fully giving Board. Board members are expected to give an annual monetary gift to STRIVE and are asked to make STRIVE a priority in their personal giving. Board members are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fund-raising committees, and by attending fund-raising events.

Board Development

2.10 Board Election Procedures

The Governance Committee shall prepare and submit to the Board a report of the nominees it recommends for election to the Board. The number of seats available shall be determined in accordance with the by-laws. Whenever possible, nominated board member credentials will be presented one meeting prior to their election. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each director shall serve from the next scheduled Board meeting after the election until the end of his or her term as determined by the Board.

2.11 Board Self Evaluation

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the school and is an essential component of good governance. Therefore, the Board will conduct an annual evaluation of its own work. The Governance Committee



will conduct the evaluation and present its findings to the full Board. This committee shall determine the format of the evaluation, but it must include a formal written evaluation. The evaluation process should be designed to encourage constructive feedback aimed at improvement.

Indemnification

2.14 Indemnification Policy

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that s/he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. This indemnification includes expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a matter s/he reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, s/he must also have had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which s/he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe the his/her conduct was unlawful.

STRIVE will purchase and maintain Directors and Officers Liability Insurance (often called D&O), liability insurance payable to the directors and officers of a corporation, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers. Such coverage can extend to defense costs arising out of criminal and regulatory investigations/trials as well; in fact, often civil and criminal actions are brought against directors/officers simultaneously.

SECTION 3 – ETHICS

3.01 Conflict of Interest Policy

1. Board members shall serve without compensation, but may be reimbursed, with prior approval, for any necessary expenses incurred by them in performing their duties as members of the Board.
2. Any contract with the school involving a member of the Board, the Board member's family, or the Board member's place of work shall be considered by the full Board with the interested member abstaining. Each Board member is responsible to make known to the Board any circumstances that could involve a potential conflict of interest.
3. Salary and other remuneration received from the school by ex-officio Board members shall not be considered a conflict of interest for the purposes of this policy. However, *ex-officio* members shall abstain from votes involving the level of such remuneration.
4. A full Conflict of Interest Policy containing Board Member signatures shall be on file at all times.

3.02 Confidentiality Policy



It is the policy of STRIVE Collegiate Academy that directors and employees may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with STRIVE to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom STRIVE has authorized disclosure. Directors and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for STRIVE. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, trustees and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a Director's term in office or upon termination of an employee's employment, he or she shall return, at the request of STRIVE, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

3.03 Nepotism Policy

For purposes of this nepotism policy, the term *family members* shall be defined as any of the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.

1. At no time shall more than one family member of the same family serve concurrently on the Board.
2. Board members and their family members will be excluded from consideration for employment by the organization.
3. Employees shall not hold a position with the organization while they or members of their family serve on the Board or any committee of the Board.
4. Employees may not hold a job over which a member of their family exercises supervisory authority.

SECTION 4 – LEADERSHIP

4.01 Chief Executive Policy

The Board shall rely on its Chair and the chief executive to provide professional and administrative leadership. The chief executive shall be hired by and report directly to the Board of Directors.

The chief executive will be responsible for the day-to-day administration of the school's affairs and will manage and direct all activities of the organization as prescribed by the Board. The chief executive will have the power to hire and discharge employees of the school and will oversee and direct their activities in carrying out the work of the school. The chief executive is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the chief executive. The chief executive will, directly or indirectly, supervise all other staff members employed by the school and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.



Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the chief executive.
2. The Board will refrain from evaluating any staff other than the chief executive.
3. The Board will view chief executive performance as identical to organizational performance, so that organizational accomplishment of ends, policies, and organizational operations (within the boundaries established in board policies on executive limitations) will be viewed as successful chief executive performance.

Annual Chief Executive Performance Evaluation

Charter schools receive autonomy over fiscal management and the academic program in exchange for accountability, which measures the school's attainment of specific mission-oriented academic, operational, and governance goals.

The Board of Director's key responsibility is to manage the school through the performance of the chief executive of STRIVE Collegiate Academy. There are three core purposes of the evaluation: to recognize areas of particular strength and success, to articulate areas for improvement and/or focus, and to give overall feedback on performance to date.

Annually, the board will convene an ad hoc Chief Executive Evaluation Committee, to consist of three members to include the Board Chair, the Treasurer, and a member of the Academic Achievement Committee. The Committee will conduct the evaluation in accordance with its Chief Executive Evaluation Protocol (which provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; and what to include in the written evaluation document).

4.02 Leadership Sustainability Policy

The Board Officer and Chief Executive Officer roles are critical to the smooth functioning of a charter school; therefore, the STRIVE Collegiate Academy Charter School Board of Directors will have a Leadership Sustainability Plan which:

1. Ensures ongoing and continuous development of leadership capacity at the Chief Executive Officer and Board levels.
2. Responds in a timely and effective manner to an emergency leadership transition.
3. Responds in a timely and effective manner to a planned leadership transition.

SECTION 5 – FINANCE AND ACCOUNTING

It shall be the policy of STRIVE Collegiate Charter School ("STRIVE") to create and maintain accounting, billing, and cash control policies, procedures and records which are consistent with Generally Accepted Accounting Principles (GAAP) and which meet the requirements of state and federal statutes and regulations.

5.01 Cash

1. Bank accounts are established as required by donors and funding requirements.
2. All checks for \$5,000 or more written on STRIVE accounts require two signatures.



3. Individuals authorized to sign checks may include the Executive Director, the Chair, Vice-Chair, and Treasurer of the Board, and such other persons who have been authorized to sign checks by formal approval of the Board of Directors.
4. Banks are promptly notified of all changes of authorized check signers.
5. All checks are to be pre-numbered and accounted for (used, voided, not used).
6. Voided checks are to be properly defaced and maintained.
7. Bank reconciliations to the general ledger are to be done monthly and provided to the Executive Director and Treasurer.

SECTION 6 – ENROLLMENT

6.01 Enrollment & Waitlist Policy

STRIVE seeks to fulfill the purpose outlined in the Tennessee Public Charter Schools Act of 2002 by providing a quality education option for all students residing within the chartering authority, in this case MNPS. As a public charter school, STRIVE Collegiate Academy will be open to all MNPS students and participation in the STRIVE lottery will be based on parental choice.

STRIVE Collegiate Academy's recruitment plan and enrollment policy prohibits discrimination on the basis of disability, race, creed, color, gender, national origin, religion, ancestry or need for special education services. All of STRIVE's enrollment and recruitment practices will comply with Metro Nashville Public Schools, Tennessee state and federal standards regarding legal, fair, and equitable treatment of all families interested in applying to STRIVE. As required by state law, participating in STRIVE's lottery will be based on parental choice and will be open to all MNPS students who qualify for charter school admission under Tennessee Code Annotated (T.C.A.) 49-13-106(a) (1). STRIVE will implement robust recruitment efforts designed to enroll a diverse student population. Student recruitment will be ongoing and include intentional efforts to recruit students who are most at need for a high quality educational option.

Recruitment and Enrollment Plan

Enrollment Procedures: We will hold two registration days. Families will attend one bring the required materials and complete and submit the required documents for registration. Any proposed articulation plans or agreements, pursuant to T.C.A. § 49-13-113.

Timeline

Event	Date	Timeframe
Community Engagement	July 2013-July 2015	Ongoing
Recruitment	November 2014- July 2015	9 months
Application Period	November 2014-February 2015	4 months
Information Sessions	November 2014- April 2015	6 months
Lottery (w/MNPS)	January 2015 (9 th & 12 th)	2 day
Letter of Intent Receipt	January 2015	10 days
1 st Registration (Include dinner)	January 30, 2015	1 day
2 nd Registration day	February 27, 2015	1 day
New Parent Orientation	July 2015	Two opportunities
School Starts	July 27, 2015	

Application Period

STRIVE will accept applications from November 1, 2014 through (December 5, 2014 for lottery) May 1, 2015.

Enrollment Deadlines



Applications can be delivered in person, mailed or completed online to guarantee a placement in the lottery. Families will receive a receipt of their application through email, in person, and through the mail. It will be the responsibility of the parent to keep their application receipt. We will track the receipt for all applications to ensure transparency and effective implementation of the lottery. All applications must be received by 5:00pm on (December 5, 2014 for lottery) May 1, 2014. Any applications received after this time and date will be placed at the end of the waitlist.

Lottery

If the number of students seeking to enroll exceeds the capacity of the grade level remaining after the initial student application period has ended, a public lottery will be used to determine admission. The lottery will follow applicable rules outlined in T.C.A. §49-13-113. The following preferences will be in place:

1. Preference will be given to the siblings of students already enrolled at the school.
2. Initial preference will be given to children of teachers, sponsors, and board members (so long as the students given such initial preference amounts to less than 25 students or 25% of the student body, whichever is less).
3. If a student is chosen in the lottery and there is a sibling or siblings on the waitlist for that grade or another grade, they will immediately move into the sibling lottery and will be given preference so the family may all attend the same school.

Results from the Lottery will be mailed on the Wednesday following the lottery each year. Parents/guardians will be notified by mail of each child's admission status and will have fourteen (10) calendar days after the postmarked date on the notification to submit a letter of intent for each child offered enrollment. Parents will have ten days beyond the lottery notification date to submit a letter of intent. After this date, we will attempt to verify personally with each parent by phone or at home that they are indeed forfeiting their seat at STRIVE. If we are unsuccessful in contacting the family for verification we will then give up their seat and place them on the waitlist. After all seats have been assigned, a waiting list will be established for the remaining students who have registered in the event that a seat should open up. If there are still seats available after the lottery, we will accept applications on an ongoing basis, and students will be admitted to the school on a first come-first served basis until all seats are filled. In all cases, STRIVE will adhere to any and all requirements of Metropolitan Nashville Public Schools concerning the recruitment and enrollment of students.

Waitlist, withdrawals, re-enrollment, transfer policies

- **Waitlist:** The waitlist will start one week after the date identified in the enrollment letters from the Lottery that families must officially accept their seat. The waitlist will end on the final day of the first semester and anyone who wishes to enroll after that date must re-apply. Applications after the expiration date are taken in order and a new waitlist is built.
- **Withdrawal -** All students are eligible to withdraw at their parent's discretion. We will meet with the parents to discuss the reason and find a way to cater to the family's needs. We will then track all students who eventually decide to leave. If a scholar withdraws during a semester but then decides to return they must re-apply like all other potential students.
- **Re-enrollment:** If a student leaves STRIVE for any reason, they must follow the same enrollment procedures as any other student.
- **Transfers:** Students will have the opportunity to transfer to other schools and we will track the reason for the transfer. We will allow students to transfer in, but will host transfer lotteries and students will be added to the current waitlist.



ATTACHMENT A: Conflict of Interest Policy_____

Conflict of Interest Board Policy_____

The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation.

A. Interested Person

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity of which the Corporation is a part, he or she is an interested person with respect to all entities of the corporation.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under part D of this Section, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

C. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.



D. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion and/or presentation with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists by a majority vote.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether it is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

E. Violations of the Conflicts of Interest Policy

If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

F. Recording Conflicts of Interest

The minutes of the board and all committee with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

G. Annual statement

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and



4. Understands the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

H. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize the tax exempt status of the Corporation, periodic reviews shall be conducted. The periodic reviews shall include, at a minimum, whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or excess benefit transaction.

STRIVE Collegiate Academy

Conflict of Interest Information Form

Name: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in STRIVE Collegiate Academy Conflict of Interest Policy) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of STRIVE Collegiate Academy that is currently in effect.

Signature: _____

Date: _____



ATTACHMENT B: Board of Directors and Board Member Job Description_____

Board of Directors Job Description

General Responsibilities

The Board of Directors holds the charter for STRIVE Collegiate Academy Charter School. The Board is responsible for ensuring the success of the academic program, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization.

Specific Responsibilities

1. *Keep the mission and purpose of STRIVE Collegiate Academy* in all actions at all levels, including organizational planning, board and staff decision-making, developing initiatives, and setting priorities.
 - Assess program activities and decision through adherence to the school's mission.
 - Understand and support the mission statement.
 - Periodically review the mission statement.
2. *Select the School Leader.*
 - Reach consensus on the School Leader's job description.
 - Conduct a rigorous search and selection process to find the most qualified individual.
 - Oversee and approve contract negotiation and renewal annually.
3. *Support and evaluate the School Leader.*
 - Provide frequent and constructive feedback.
 - Establish an annual written performance evaluation process in advance, agreed upon with the School Leader.
4. *Ensure effective organizational planning.*
 - Hold an annual planning retreat for all board members.
 - Approve an annual organizational plan with concrete, measurable goals consistent with the charter and accountability plan.
5. *Ensure adequate resources for the school.*
 - Approve fundraising targets and goals.



- Assist in executing the development plan.
- Make an annual gift (monetary & school resource) at a level that is personally meaningful.

6. *Manage resources effectively.*

- Approve the annual budget.
- Monitor budget implementation through regular financial reports.
- Approve and evaluate the annual contract with the back office provider.
- Approve accounting, financial, and personnel policies.
- Provide for an independent annual audit by a qualified CPA.
- Ensure the full board has the proper training to be effective stewards of public funding.
- Ensure adequate insurance is in force to cover students, staff, visitors, the board, and the assets of the organization.

7. *Determine, monitor, and strengthen the programs and services.*

- Assure that programs and services are consistent with the mission and the charter.
- Approve measurable organizational outcomes.
- Approve annual, attainable board and management level goals.
- Monitor progress toward established outcomes and goals.
- Assess the quality of programs and services.

8. *Serve as ambassadors for the organization.*

- Serve as ambassadors, advocates, and community representatives for STRIVE.
- Provide for a written annual report detailing the organization's mission, programs, financial condition, and progress made toward charter and annual goals.

9. *Ensure legal and ethical integrity and maintain accountability.*

- Approve policies to guide board members and staff.
- Develop and maintain adequate personnel policies and procedures (including grievance mechanisms).
- Adhere to the provisions of the organization's bylaws and articles of incorporation.
- Ensure compliance with all federal, state, and local government regulations that apply to the organization.

10. *Ensure the health of the Board.*

- Define board membership needs in terms of skill, experience, and diversity.
- Cultivate, vet, and recruit prospective board member candidates.
- Provide for new board member orientation.
- Conduct an annual evaluation of the full board and individual board members.



Individual Director Performance Expectations, known as “Performance Expectations”

General Responsibilities:

Each Director is responsible for actively participating in the work of the Board of Directors and the life of STRIVE Collegiate Academy. Each Director is expected to affirm and strive to fulfill the performance expectations outlined below. These Performance Expectations are to be clearly articulated prior to nominating any candidate as a board member. The Board will nominate the candidate only after s/he has agreed to fulfill these expectations. In addition to the responsibilities below, individual Directors are expected to help each other fulfill the tasks outlined in the collective Performance Expectation of the Board of Directors.

Specific Responsibilities:

1. Believe in, have knowledge of, and be an active advocate and ambassador for the values, mission, and vision of STRIVE Collegiate Academy.
 - a. Vision: The vision of STRIVE Collegiate Academy (SCA) is to cultivate college-ready high school graduates who will achieve post-secondary success and become leaders in their communities, Nashville, and beyond.
 - b. Mission: At STRIVE Collegiate Academy, our mission is to empower 5th-8th grade students through a strong academic curriculum with an intense focus on literacy instruction across all content areas and an intentional leadership program that will build students into leaders in their communities, while preparing them for post-secondary educational success.
 - c. Values: (STRIVE) Self-Advocacy, Teamwork, Resilience, Integrity, Virtue, and Excellence
2. Regularly attend board and committee meetings in accordance with the absenteeism policy. Prepare for these meetings by reviewing materials and bringing the materials to meetings. If unable to attend, notify the board or committee chair with sufficient notice prior to the meeting.
3. Be prepared to participate in 5-10 hours of board related work a month, including, but not limited to:
 - a. Help with building community partnerships;
 - b. Spend time in the community networking and educating the community about STRIVE Collegiate.
4. Help support and contribute to the effective operations of the Board of Directors:
 - a. Focus on the good of the organization and group, not on a personal agenda
 - b. Support board decisions once they are made
 - c. Participate in an honest appraisal of one's own performance and that of the board
 - d. Build awareness of and vigilance towards governance matters rather than management
5. Serve as a committee or task force chair or member.
 - a. Governance Committee
 - b. Finance Committee
 - c. Development Committee
 - d. Academic Achievement Committee
6. Together with the Board of Directors, steward the resources and public funds of STRIVE Collegiate Academy in an appropriate and responsible manner.
7. Inform the Board of Directors of any potential conflicts of interest, whether real or perceived, and abide by the decision of the board related to the situation.
8. Keep informed about the school and its issues by reviewing materials, participating in discussions, and asking strategic questions.
9. Use personal and professional contacts and expertise for the benefit of the school.
10. Actively participate in one or more capital campaign fundraising event(s) annually.
11. Consider ways to support STRIVE Collegiate Academy with a personal annual financial contribution.



Board Member Agreement

I, _____ understand that as a member of the Board of Directors of STRIVE Collegiate Academy I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

I have read and understand the Performance Expectation that governs my work on the Board of Directors. I will perform my duty as a board member by fulfilling my responsibilities as an individual Director as specified in the Performance Expectation and by partnering with other Directors to fulfill the responsibilities of the collective board.

If I don't fulfill these commitments to the organization, I will expect the Board Chair to call me and discuss my responsibilities with me. After discussion, if I still feel unable to fulfill these expectations I will resign from the board.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, quarterly financial reports and an update of organizational activities that allow me to meet the "prudent person" section of the law.
2. The organization will help me perform my duties by keeping me informed about issues in the public charter school and education environment in which we are working, and by offering me opportunities for professional development as a board member.
3. Board members and the Executive Director will respond in a straightforward fashion to questions I have that are necessary to carry out my board and committee-related responsibilities to this organization.
4. Board members and the Executive Director will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the Board Chair and Executive Director to discuss these responsibilities.

Member, Board of Directors

Date: _____

Executive Director

Date: _____



STRIVE Collegiate Academy Charter School

Officer Job Descriptions & Committee Descriptions

Board Chair

The Chair is part of the leadership structure of the organization. The responsibilities of the Chair include: Presiding over all meetings of the Board of Directors and other meetings as required; Coordinating w/school leader, officers, and committee chairs to develop board meeting agendas; Disseminating important information to the other members of the Board; Reviewing operational effectiveness and setting organizational priorities for future development; Serving as the chair of the Governance Committee; Serving as *ex officio* member on all committees; Appointing committee chairs; and Monitoring effectiveness of governing processes and addressing deficits of Board operations.

Vice-Chair

The Vice-Chair serves in the capacity of Chair of the Board of Directors in the event the Chair is absent: Attending all board meetings; Carrying out special assignments as requested by the Board Chair; Understanding responsibilities of Board Chair and be able to perform duties in Chair's absence; and participating as a vital part of the Board leadership.

Treasurer

The Treasurer is entrusted with the financial responsibilities of the Board which include: Serving as the Chair of the Finance Committee; Ensuring that school complies with district, state, federal, other statutory reporting requirements; Working w/Board Chair and Executive Director to ensure financial records are current and accurate; Participating in the preparation of the annual budget; Vetting and recommending an external auditor to the Board for the annual financial audit; Working with school's administrative staff to ensure complete financial records are made available if requested by auditors, the authorizer, or other entitled parties; Reviewing monthly financial statements prepared by the school's administrative staff; Ensuring that required financial reports are prepared accurately and in a timely manner; and Reporting to Board regularly to ensure Board understands organization's financial health.

Secretary

The Secretary is the chief record keeper for the Board. Specific duties of the Secretary include: Certifying and keeping hard and electronic copy of bylaws as amended or otherwise altered to date; Recording official minutes of all meetings of the Directors; meetings shall record the location, start and ending time of the meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof; Keeping copies of agendas and minutes of all meetings of the Directors and committees and making these documents available at the school's main office; Ensuring that all notices are duly given as described in the bylaws or required by law; and Performing other duties incident to the office of Secretary.



STRIVE Collegiate Academy Charter School

Board Recruitment Vetting Process

I. Identification of Board Candidates

Each Board of Director is required to refer a minimum of two (2) potential board candidates each year.

Board identifies potential board candidates based on the following criteria:

- Expertise/skills aligned with the school's needs: strategic planning, senior management/leadership, accounting/finance, fundraising, law, marketing/PR, governance, facilities/real estate, education, community representation/organizing, human resources.
- Belief in charter schools and, more specifically, in STRIVE's philosophy and approach.
- Passion for and commitment to youth and education.
- Availability and time to participate fully in governance and board activities.
- Familiarity with or interest in the community served.
- Access to personal networks capable of assisting the school.
- Ability to work well in groups and to put group goals before personal agenda.
- Previous experience serving on a Board of Directors.
- Addition of diversity to the board as defined by age, race, socioeconomic background or gender.

Board Members must recommend to the Governance Committee only those candidates whom they believe fit one or more of the above criteria. Recommenders should explore the candidates' interest and discuss the school with them in advance of suggesting the candidates to the Governance Committee.

II. Process for Contacting and Interviewing Qualified Candidates

Board member should forward candidates' names, resumes, and contact information to the Governance Committee for review and consideration. A member of the Governance Committee will contact the candidate, facilitate the vetting process, and serve as contact person for the candidate.

Candidates who appear to meet the above criteria will be asked to meet with two board members and the Executive Director (e.g., an informal breakfast meeting) to further assess their potential to contribute to the Board of Directors. Ideally, one of the board members at this meeting will be a member of the Governance Committee.

If a potential director continues to be interested in joining the board, he/she will be invited to tour the school with a member of the Governance Committee.

If he/she continues to be interested in joining the board, he/she will observe a board meeting. When the potential director attends the Board meeting, he/she will be given a copy of the following documents:

- School Executive Summary
- Board of Directors job description
- Board of Directors committee job descriptions
- Board of Directors meeting minutes from the past meeting
- A brief overview of state charter school legislation

III. Recommendation of Candidate to Board of Directors

After thoroughly vetting a prospective director through this process, if the Governance Committee finds that the candidate is in alignment with the school's mission and possesses critical capacity for the board, the Governance Committee will formally recommend to the full Board of Directors that he/she be approved as a new member at a subsequent board meeting (not the one the candidate observes).

IV. Approval by Board of Directors



At the meeting where the board votes on whether or not to ask the prospect(s) to join the board, each board member will complete the evaluation form for every board candidate. The board will use the form and the evaluation criteria as a basis for discussion. The Board of Directors will then vote to accept or reject approval of a new director according to the school's bylaws (2/3rds majority is required for approving new board members).

V. Orientation of New Directors of STRIVE Collegiate Academy

Once a new director is approved, he or she will be provided with the following information by the Governance Committee:

- STRIVE Collegiate Academy Charter School By-Laws
- Schedule of future Board of Directors meetings
- Directors Binder with additional relevant governance information

VI. Completion of Required Board Forms

As required by state or local law, the new director(s) will be required to complete a conflict of Interest statement and fill out a financial disclosure within two weeks of becoming a director. If necessary, the financial disclosure form will be forwarded, along with a current resume, to the appropriate and required state and local agencies by the Governance Committee.

The Governance Committee will schedule an orientation session for new board members to ensure they have the information needed to understand their role and responsibilities and can quickly become effective board members.