

Amended and Restated Bylaws
Of
ACADÉMIE LAFAYETTE
(A CHARTER SCHOOL)

ARTICLE I
OFFICES

The principal office of Académie Lafayette, a Missouri not-for-profit corporation (the “**Corporation**”) shall be located at 6903 Oak Street, Kansas City, Missouri 64113. The Corporation may have such other offices, either within or outside the State of Missouri, as the activities of the Corporation may require from time to time.

The registered agent of the Corporation will be designated by the Board of Directors of the Corporation. The Board of Directors may change the registered agent and the registered agent’s address.

ARTICLE II
OBJECTIVES, PURPOSES & POWERS

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “**Code**”), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and 170(c)(2) of the Code.

The Corporation’s purposes shall include, without limitation, the development and implementation of a Charter School in the State of Missouri that will provide a foreign language immersion program and the non-profit purposes stated in the Articles of Incorporation, as may be amended. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts necessary or convenient to conduct, promote or attain the purposes herein set out, and to that end:

- (a). To take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease any property, real or personal, whether tangible or intangible, without limitation as to kind, amount or value.
- (b). To sell, convey, lease, or make loans, grants, or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.
- (c). To borrow money upon and pledge or mortgage any such property for the purpose for which it is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations.

- (d). To carry on any of the foregoing activities or purposes either directly or as agent for or with other persons, associations or corporations.
- (e). To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law.

The Corporation will admit students of any race, color, nationality, ethnic origin, gender (including, but not limited to transgender, gender neutral and gender non-specific) or sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to students at the school. The Corporation does not discriminate, exclude people, or treat them differently on the basis of race, color, national origin, ethnic origin, age, religion, creed, sex, sexual orientation, veteran's status, disability, or any other legally recognized classification in administration of its hiring, retention and its other employment policies, educational policies, admission policies, and athletic and other school-administered programs.

ARTICLE III MEMBERS

The Corporation shall not have members.

ARTICLE IV DIRECTORS

Section 1. General Powers: The affairs of the Corporation shall be managed by its self-perpetuating Board of Directors.

Section 2. Number and Qualifications: The number of persons to constitute the Board of Directors of the Corporation (collectively, "**Directors**" and each a "**Director**") shall be no less than five (5) and no more than thirteen (13). The number of Directors may be increased or decreased by resolution of the Board of Directors. All Directors must be natural persons and must meet the statutory requirements for board members of a Missouri Charter School as set forth in RSMo. Section 160.400 et seq.

Section 3. Election and Term of Office: The term of office of each Director shall be for a period of three (3) years. Vacancies on the Board of Directors may be filled at any meeting of the Board of Directors in accordance with Section 8 of Article IV. No Director, including a Director with service on the Board of Directors as a Parent Director (as defined below), shall serve more than three consecutive terms ("**Maximum Term**"). Notwithstanding the foregoing, a Director may serve an additional two (2) year term beyond the Maximum Term if such Director is the President or Vice President and they are serving in their last term. Directors wishing to serve beyond the Maximum Term must wait one calendar year prior to being eligible for re-election to the Board of Directors.

Notwithstanding the Maximum Term, all Directors currently serving who have served more than six (6) consecutive years as of the date of the adoption of these Bylaws may finish their current term and will be eligible to serve one additional two (2) year term.

3.1 Parent Directors. The Corporation shall have two (2) parent-elected Directors who are parents of at least one student currently enrolled and attending Académie Lafayette (a “**Parent Director**”). Beginning in September 2017, and every year thereafter, a Parent Director shall be nominated by the Conseil d'Ecole which shall submit no more than two (2) candidates who will be presented to the parent body for election and the winner presented to the Board of Directors for approval at the November Board of Directors meeting, for a non-renewable term of three (3) years. At the conclusion of the term of a Parent Director, such Parent Director may be appointed to the Board of Directors pursuant to Article IV, Section 3.

3.2 Qualifications of Parent Directors. To be eligible for nomination as a Parent Director, a parent must not be employed by the school and must be nominated by a majority of the parents currently serving on the Conseil d'Ecole. All candidates for Parent Directors shall have completed basic board training prior to being recommended to the Board of Directors for consideration.

Section 4. Meetings:

4.1 Annual Meeting: The annual meeting of the Board of Directors shall be held in September of each year (the “**Annual Meeting**”), at which meeting the election of Directors (when applicable) should occur and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held at the Annual Meeting the Board of Directors shall schedule the election to be held at a special meeting as soon thereafter as possible. The Annual Meeting may be conducted via phone conference, video-conferencing or through the use of other technologies, as long as all of the participants have access to the technology being used for the meeting, including the public.

4.2 Regular Meetings: Regular meetings of the Board of Directors shall be held at a location determined by the Board of Directors. The number of meetings may be increased or decreased by agreement of the Board of Directors but in no event shall there be less than 10 regular meetings in any fiscal year. The Board of Directors can also hold meetings via phone conference, video-conferencing or through the use of other technologies, as long as all of the participants have access to the technology being used for the meeting, including the public. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings, other than the Annual Meeting, without notice other than such resolution. The academic staff for Académie Lafayette are invited to identify a representative or liaison to regular meetings but such representative shall not be a Director nor an ex-officio member of the Board of Directors.

4.3 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President of the Board of Directors or any two Directors. A person(s) authorized to call special meetings may fix any place to have the meeting. The person(s) calling a special meeting shall notify the Secretary for the Board of Directors of the information required to be in the notice. The Directors calling for the special meeting may fix any place within the State of Missouri, as the place for holding any special

meeting of the Board of Directors. The meeting may be held via phone conference, video-conferencing or through the use of other technologies, as long as all of the participants have access to the technology being used for the meeting, including the public.

4.4 Emergency Meetings: Emergency meetings of the Board of Directors may be called by any Director when an emergency occurs at or in relation to one of the schools. An emergency includes, but is not limited to, the following: serious illness or death of key personnel; destruction or serious damage to any of the facilities; or the physical welfare or well-being of students or staff is in jeopardy.

4.5 Meeting Agendas: See Exhibit A attached to these Bylaws for a sample agenda and meeting ground rules.

4.6 Notice: All meeting notices shall use plain, concise English and fully comply with RSMo Sec. 610 et seq. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of waiver does not have to include the business to be transacted at, nor the purpose of any regular, special or emergency meeting of the Board of Directors to be valid.

- (a). Notice for Regular Meetings: The Directors and public shall receive notice of all regular meetings no later than twenty-four hours before the meeting, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. If the meeting is being held via the Internet or some other electronic means, the notice shall provide information on how to join the meeting via the technology being used.
- (b). Notice for Special Meetings: The notice for special meetings are to be sent to the Board of Directors via e-mail and posted for the public no later than twenty-four hours before the meeting, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given.
- (c). Notice for Emergency Meetings: Notice may or may not be possible with an Emergency meeting. However, notice shall be sent to the Board of Directors and posted for the public as soon as reasonably possible.

Section 5. Quorum & Voting: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board of Directors; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. A quorum is not needed to transact business at an emergency meeting

Section 6. Manner of Acting: The act of the majority of the Directors present at a Board of Directors meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Compensation: Directors shall not receive salaries or compensation of any kind for their service on the Board of Directors. The Board of Directors may adopt a resolution providing for reimbursement payments according to State law to their Directors for any expenses incurred for attending the meetings of the Board of Directors. The Directors may adopt the reimbursement policy used by the school district employees/staff for Director's reimbursements, provided such policy is compliant with the governing law for charter schools and not-for-profit boards operating in the State of Missouri.

Section 8. Vacancies on the Board of Directors:

8.1. Vacancies. Vacancies on the Board of Directors shall be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office.

8.2. Removal. The Board of Directors may vote to remove a Director at any time with or without cause. A meeting to consider the removal of a Director may be called and notice given for such meeting, following the procedures provided in the Bylaws. The Director shall have the right to be represented by an attorney at the meeting. At the meeting, the Board of Directors shall consider alternative arrangements for resolving the problems that are in the best interest of the Académie Lafayette. A Director may be removed by the affirmative vote of the majority of the Board of Directors. A quorum must be present for a vote of removal. Directors who accumulate four (4) unexcused absences from regular meetings of the Board of Directors in any twelve (12) month period may be dismissed from the Board of Directors without any further action by the Board of Directors, except notice of such Director's removal from the Board of Directors by the President. The Board of Directors may grant an excused absence by a majority vote taken at the meeting of any such absence.

8.3. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or the President. Such resignation shall take effect when the notice is delivered unless such notice specifies a later date. The acceptance of such resignation shall not be necessary to make it effective unless otherwise specified in the notice.

8.4. Vacancies caused by Resignation/Death. In the event of a vacancy caused by the death or resignation of a Director or Parent Director, a majority of the remaining Directors then in office, although less than a quorum, may elect a successor to hold office for the unexpired term of the term of the Director whose place is being filled. A Director so elected is still able to serve up to an additional three (3) terms after the completion of the unexpired term, if the time left on the unexpired term was less than eighteen (18) months. In the event of death or resignation of a Parent Director, the Conseil d'Ecole may recommend a successor to finish the term of the vacant Parent Director position.

Section 9. Board Training: All Directors, including Parent Directors, shall successfully complete orientation and training requirements within one (1) year of the date of election or appointment to the

Board of Directors. The orientation and training shall consist of at least sixteen hours with the cost of such training to be paid by the Corporation. All Directors must comply with the Board Training requirements outlined on Exhibit B attached to these Bylaws.

Section 10. Oath and Duties of Directors. All Directors, including Parent Directors, shall have the duties and responsibilities outlined on Exhibit C attached to these Bylaws. All Directors, including Parent Directors, must read and sign a commitment to the support of the Corporation and the Board of Directors and to abide by the Board of Directors' programs and policies.

ARTICLE V OFFICERS

Section 1. Officers: The officers of the Corporation shall include a President; a Vice President; and a Secretary and such other officers as may be created by resolution of the Board of Directors. All officers must have active service on the Board of Directors for at least one (1) prior year.

Section 2. Election and Terms of Office: The officers of the Corporation shall be elected by the Board of Directors at its Annual Meeting. New offices may be created and filled at any meeting of the Board of Directors. Officers' terms shall be two (2) years with the no more than two (2) consecutive terms (four (4) years total).

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, or removal, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be a member of the Board of Directors and shall supervise the affairs of the Corporation, subject to the authority of the Board of Directors. The President shall preside over all meetings of the Board of Directors and may sign, with the Secretary, or any other proper officer authorized by the Board of Directors any documents and instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall oversee the Corporation's activities and affairs, empowering and delegating administrative oversight to the Vice President, Immediate Past President and committee chairs, as necessary. The President shall succeed to the role of Immediate Past President on completion of his/her term. The description, duties and scope of authority of the President are described on Exhibit D attached to these Bylaws.

Section 6. Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so doing, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The two-year term of Vice President should be used to learn and prepare to lead the Corporation. The description, duties and scope of authority of the Vice President are described on Exhibit D attached to these Bylaws.

Section 7. Immediate Past President: The Immediate Past President shall assure continuity between successive Presidential terms, champion and complete selected project initiatives that began during his/her Presidential term, and serve as an officer of the Board of Directors for one year immediately following service as President. The description, duties and scope of authority of the Immediate Past President are described on Exhibit D attached to these Bylaws.

Section 8. Secretary: The Secretary shall be designated by the Board of Directors and shall ensure that a true and accurate account of all proceedings at Board of Directors meetings is kept and shall perform all duties incident to the office of Secretary and such other duties as from time to time may be signed to him/her by the President or by the Board of Directors. The description, duties and scope of authority of the Secretary are described on Exhibit D attached to these Bylaws.

Section 9. Assistant Secretaries. The Board of Directors may appoint an Assistant Secretary(s) who, in general, shall perform all duties as shall be assigned to them by the Secretary by the President or the Board of Directors.

Section 10. Compensation: Officers shall not receive salaries or compensation of any kind for their service on the Board of Directors. The Board of Directors may adopt a resolution providing for reimbursement payments according to State law to their Officers for any expenses incurred for attending the meetings of the Board of Directors. The Officers may adopt the reimbursement policy used by the school district employees/staff for Officer's reimbursements, as long as it is compliant with the governing law for charter schools and not-for-profit boards operating in the State of Missouri.

ARTICLE VI TRANSACTIONS OF THE BOARD OF DIRECTORS

Section 1. Contracts: The Board of Directors may authorize my officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, that has been previously approved by the Board of Directors.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Custodians: The Board of Directors may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Corporation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board of Directors by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian(s).

Section 6. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Section 7. Potential Conflicts of Interest: The Corporation shall not make any loan to a Director or Officer of the corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, Officer, or, committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. Additionally, the Board of Directors shall be subject to the conflict of interest provisions of the Law.

Section 8. Conflicts of Interest Policy: The Board of Directors shall adopt a conflicts of interest policy that is consistent with these Bylaws and the governing law for charter school boards and not-for-profit corporations operating within the State of Missouri. Said conflicts of interest policy will be reviewed at every Annual Meeting.

Section 9. Acknowledgment of Conflicts of Interest Policy: Board members will execute on an annual basis an acknowledgment of the Board of Directors' conflicts of interest policy, as well as, completing any State required conflicts of interest forms or information.

Section 10. Prohibited Acts/Actions/Activities: As long as the Corporation is in existence, and except with prior approval of the Board of Directors, no Director, Officer or committee member shall do the following:

- (a). Do any act in violation of the Bylaws or a binding obligation of the Corporation;
- (b). Do any act with the intention of harming the Corporation or any of its operations;
- (c). Do any act that would make it impossible or unnecessarily difficult to carry-on the intended or ordinary business of the Corporation;
- (d). Receive an improper benefit from the operation of the Corporation;
- (e). Use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
- (f). Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- (g). Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business;
- (h). Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it; nor
- (i). Speak on behalf of the Corporation without the endorsement or approval of the Board of Directors.

If a Director, Officer or committee member violates these provisions, he or she shall be subject to immediate removal from his/her post.

ARTICLE VII COMMITTEES

Section 1. Establishment of Committees: Each member of the Board of Directors, excluding the President, shall serve on at least one (1) committee. The Board of Directors shall adopt a resolution establishing or disbanding committees. The Board of Directors, by resolution, may delegate specified authority to a committee and may appoint or remove chairs of a committee. All committee chairs must be Directors. Members of any Committee, including replacements for committee vacancies, may be appointed by the chair of such committee and must be approved by the President. A committee shall include two or more Directors and may include persons who are not Directors. Staff members, including the Head of School, may serve on any committee as an ex-officio, non-voting member of such committee. If the Board of Directors delegates any of its authority to a committee, the majority of the committee must consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove chairs of a committee that has not been delegated. No committee shall have the authority of the Board of Directors to:

- (a). Amend the Articles of Incorporation;
- (b). Adopt a plan of merger or a plan of consolidation with another corporation;
- (c). Authorize the sale, lease, exchange, or mortgage, of all or substantially all of the property and assets of the Corporation;
- (d). Authorize the voluntary dissolution of the Corporation;
- (e). Revoke proceedings for the voluntary dissolution of the Corporation;
- (f). Adopt a plan for the distribution of the assets of the Corporation;

- (g). Amend, alter, or repeal the Bylaws;
- (h). Appoint or remove a Director or Officer of the Corporation;
- (i). Approve any transaction to which the Corporation is a party and that involves a potential conflict of interests as defined in Article VI, Section 7;
- (j). Amend, alter or appeal any resolution of the Board of Directors; nor
- (k). Take any action outside the scope of authority delegated to it by the Board of Directors.

The designation and appointment of a committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or a Director by law.

Section 2. Required Committees. The following committees shall be required for purposes of conducting the work of the Corporation (collectively, the “**Required Committees**”):

- (a). Finance Committee;
- (b). Human Resources Committee;
- (c). Board Development and Governance Committee; and
- (d). Development Committee.

Each Required Committee shall undertake such responsibilities as may from time to time be assigned to it by the Board of Directors, and shall report their activities to the Board of Directors at regular meetings. The description, duties and scope of authority of each Required Committee are described on Exhibit E attached to these Bylaws.

Section 3. Authority to Appoint Committees: The Board of Directors can designate additional committees on an ad hoc basis, as needed. The Board of Directors shall define the activities and scope of authority of each committee designated or created and shall appoint the chairman of the committee at the time of its formation.

Section 4. Committee Meetings & Quorum: Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than three (3) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. Such notice may be provided by mail, fax, email or some other Board of Directors agreed method. The notice shall also be posted at least 24 hours before said committee meeting in the manner of a Board of Directors meeting. Minutes shall be kept at each meeting of any committee and shall cause such minutes to be recorded in the books of the Corporation and shall report the same to the Board of Directors at or prior to its next meeting.

A majority of the number of persons shall constitute a quorum of a committee for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue the meeting even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If less than a

quorum is present at any meeting, a majority of the committee members present may adjourn the meeting at any time without further notice.

Section 5. Actions of Committees: Committees shall make every effort to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

Section 6. Proxies: Committee members may not vote by proxy.

Section 7. Compensation: Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for the payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member who is not a Board of Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member who is not a Board of Director shall be commensurate with the services performed and shall be reasonable in amount.

The Directors may adopt the reimbursement policy used by the school district to reimburse employees/staff for reimbursement of Committee members, as long as it is compliant with the governing law for charter schools and not-for-profit corporations operating in the State of Missouri.

Section 8. Rules: Each committee may adopt its own rules for its own operation, as long as the rules adopted are consistent with these Bylaws, rules adopted by the Board of Directors and are not inconsistent with scope of the committee's assignment. Rules adopted by a committee must be presented to the Board of Directors for final approval before being used or enforced by the committee. Said rules should be sent to the Board of Directors at least seven days in advance of the meeting where the committee is seeking approval of the same.

ARTICLE VIII AGENTS & ATTORNEYS

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transfer or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purpose as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of each year.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of The General Not for Profit Corporation Act of Missouri, waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall inscribed thereon the name of the Corporation and the words, "Corporate Seal."

ARTICLE XII
INDEMNIFICATION

Section 1. Indemnification; When: The Corporation may indemnify a Director, Officer, committee member, employee or agent of the Corporation who was, is or may be named defendant or respondent in any proceeding as a result of his or her actions omissions within the scope of his or her official capacity in the Corporation. Indemnification shall be predicated or based, in part, on the individual's full cooperation in the litigation, mediation, arbitration or any other activity associated with the action for which indemnification is being sought. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found to be liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if (A) the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted or (B) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of polo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

Section 2. Indemnification; How: The Corporation may pay or reimburse expenses incurred by a Director, Officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding. In addition to the

situations otherwise described in this paragraph, the Corporation may indemnify a Director, Officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Article XII Section 1, above. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and as authorized by the Corporation, i.e. attorneys' fees etc. However, the Corporation shall not pay indemnification expenses directly to the person requesting reimbursement before the final disposition of a proceeding. If the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct—that person will not be reimbursed and will be obligated to re-pay monies paid on their behalf pursuant to Article X Section 5, below.

Section 3. Indemnification; What: The Corporation may indemnify a person under the bylaws, the person may be indemnified against judgment, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to a reasonable expenses actually incurred by the person in connection with the proceeding.

Section 4. Determination of Reasonable Expenses: Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must determine that expenses to be reimbursed are reasonable, except as provided in paragraph, below. The Corporation may make these determinations and decisions by any one of the following procedures:

- (a) By a majority vote of the quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding;
- (b) By a majority vote of the committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more who at the time of the vote is not named defendants or respondents in the proceeding;
- (c) If such a quorum cannot be obtained by the Directors and such a committee cannot be established, by a majority vote of all Directors then by determination of special legal counsel selected by a majority vote of all of the Board of Directors; and
- (d) If the party requesting indemnification submits with his/her request a notarized affirmation that he or she has met the standard of conduct necessary for indemnification under the Bylaws and executes a promissory note for each request for reimbursement that will be void if it is determined that the individual met the requirements for indemnification.

Section 5. Authorization of Payment. The Corporation shall authorize indemnification once it has been determined that the expenses are reasonable. Authorization shall be given if the facts then known to the Board of Directors would not preclude authorizing indemnification see paragraph Article X Section 1. The Corporation shall provide for repayment within thirty (30) days after authorization of payment by the Corporation. If it is ultimately determined that the person has not met the requirements for

indemnification. The reimbursement shall be an unlimited general obligation of the person receiving said reimbursement. The obligation need not be secured, and it may be accepted without reference to financial ability to make repayment.

ARTICLE XIII
PROPERTY DEVOTED TO CORPORATE PURPOSES

All income and properties of the Corporation shall be devoted exclusively to the purposes provided in the Articles of Incorporation of the Corporation. The Board of Directors may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Articles.

ARTICLE XIV
DISSOLUTION

Upon dissolution of this corporation and after discharging all liabilities and obligations of this corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining unobligated assets of this corporation that represent funding from or that were obtained by using federal or state funding shall be distributed to the State of Missouri, Department of Elementary and Secondary Education pursuant to RSMo. Section 160.405.1(17). The Board of Directors shall distribute the remainder of the assets of the corporation, if any, to one (1) or more qualifying organizations described in Section 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to this corporation. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Missouri to be added to the general fund.

ARTICLE XV
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the Board of Directors.

ARTICLE XVI
MISCELLANEOUS PROVISIONS

Section 1. Governing Law: These Bylaws shall be construed in accordance with the laws of the State of Missouri. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. Legal Construction: If any provision of these Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalid, illegal, or unenforceable provision shall be excluded as if it had not been included and the remaining provisions and these Bylaws shall continue in full force.

Section 3. Headings: The headings used in these Bylaws are used for convenience and shall not be considered in contouring the terms of these Bylaws.

Section 4. Gender: Wherever the context requires, all words in these Bylaws in the male gender shall be deemed to include female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 5. Exhibits: Any exhibit attached to these Bylaws may be updated from time to time by the affirmative vote of a majority of the Board of Directors at any meeting of the Board of Directors without amending these Bylaws.

=====END OF TEXT=====

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected Secretary of Académie Lafayette and the foregoing amended and restated Bylaws constitute the current Bylaws of the Corporation. The amended and restated Bylaws were duly adopted at a meeting of the Board of Directors held on July 10, 2017.


Date: 08/25/2017



Pam Gard, Secretary

ATTEST:

Date: 8/25/2017



Jon Otto, President

Exhibit A

Sample Meeting Agenda and Ground Rules

SAMPLE AGENDA

1. Approval of agenda. (1 min)
2. Stakeholder comments. (5 min)
3. Approval of prior month's meeting minutes. (2 min)
4. PTSO report. (5-10 min)
5. Finance report. (30-45 min)
6. Head of School report. (15-20 min)
7. Development Report (5-10 min)
8. Board Development and Governance Report (5-15 min)
9. Closed session: (Pursuant to the Missouri Open Meetings Law portions of this meeting may be closed to discuss personnel actions, real estate or other matters permitted by law. See RSMo. Section 610.021.)

If possible, board meeting should not be more than 2 hours.

BOARD MEETING GROUND RULES

- Start on time.
- Develop and review the agenda.
- Conduct one piece of business at a time.
- Participation is a right...and a responsibility.
- Initiate ideas.
- Support...challenge...counter.
- Differences resolved constructively lead to creative problem solving.
- Give others a chance to talk. Silence does not always mean agreement.
- Communicate authentically; what a person says should reflect what he/she thinks as well as what he/she feels.
- Conduct group business in front of the group.
- Conduct personal business outside of the meeting.
- Develop conditions of respect, acceptance, trust, and caring.
- Develop alternative approaches to the solution of a problem.
- Test for readiness to make decisions.
- Make the decision.
- Assign follow-up actions and responsibilities.
- Summarize what has been accomplished.
- End on time.

Exhibit B

Board Training Requirements

Continuing Education Required of Board Members	First Year Board Member	Experienced Board Member	Provider
Academie Lafayette Orientation	At least 2 hours Required within 30 days of election or appointment	Not required	School
Orientation to the Missouri Charter School laws	3 hours Required within 120 days of election or appointment	Not required	Education Service Center
Team-building Session must include a review of the roles, rights, and responsibilities of the local board as outlined in the Framework for Governance Leadership and an assessment of continuing education needs of the board-superintendent team	At least 3 hours	At least 3 hours each year	Any registered provider
Additional Continuing Education, based on assessed needs	At least 10 hours	At least 5 hours each year	Any registered provider
Missouri Sunshine Laws and Open Meetings Training	1 hour Required within 60 days of election or appointment		Attorney General's Office or other approved provider

Exhibit C

Board of Directors Duties and Responsibilities

and

Board Service Pledge

[Samples follow this page]

BOARD MEMBER ROLES AND RESPONSIBILITIES

In holding the position of Director for Académie Lafayette (the “**School**”), I understand that a reasonable commitment of time, knowledge and resources is expected. I accept the following roles and responsibilities that are considered a minimum commitment on the part of the Board of Directors:

Major Responsibilities:

- Provide wisdom, work, and wealth.
- Participate in all meetings of the Board of Directors including the Annual Meeting.
- Serve on at least one committee as chair, co-chair, or committee member.
- Participate in fundraising efforts.

Other Responsibilities:

- Participate in discussions. Participate actively on a committee.
- Network in the community; contribute from personal expertise.
- Prioritize the goals and objectives on which the School will act.
- Set policies for the School.
- Bring unfinished business before the Board of Directors.
- Promote leadership and direction for the School; provide a sense of vision for the School.
- Oversee operations to ensure the School is meeting the needs of its stakeholders.
- Provide expertise in the high level operations of the School.
- Monitor financial conditions; approve budget.
- Say “No” when necessary.
- Commit to success: make individual, informed decisions on issues. Commit adequate time and effort.

Minimum Time Commitments:

- Monthly Board Meetings: 24 hrs./year
- Committee Meetings: 10 hrs./year
- Other Activities 10 hrs./year

As a Director, I am willing to make personal commitment to my fellow Directors, agreeing to occupy a place on the Board of Directors only so long as my time and personal circumstances allow for the effective fulfillment of my duties and responsibilities as a Director. I have read the Board of Directors Orientation Package, including the Académie Lafayette “Board Roles and Responsibilities” job description, and understand the organizational structure, bylaws and policymaking procedures of the School.

Signature

Date

BOARD SERVICE PLEDGE

Recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Académie Lafayette (the “**School**”), I hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations in my role as a Director.

MY ROLE:

I acknowledge that my primary role as a Director is (1) to contribute to the defining of the organization mission and governing the fulfillment of that mission, and (2) to carry out the functions of the office of Director and/or Officer as stated in the bylaws.

My role as a Director will focus on the development of broad policies that govern the implementation of institutional plans and purposes. This role is separate and distinct from the role of the President, who determines the means of implementation.

MY COMMITMENT:

I will exercise the duties and responsibilities of this office with integrity, collegiality and care.

I PLEDGE:

1. To establish as a high priority my attendance at all meetings of the Board of Directors, committees and task forces on which I serve.
2. To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read in advance the agenda and all background material relevant to the topics at hand.
3. To become familiar with the School’s policies, procedures and positions so that I can become an informed representative of the Board of Directors.
4. To make a personal gift or donation to the School.
5. To work with and respect the opinions of my peers who serve this Board of Directors, and to leave my personal prejudices out of all Board of Director discussions.
6. To always act for the good of the School and its students.
7. To act as a resource in defining activities and/or problems within the School and its community that need to be brought to the attention of the Board.
8. To represent the School in a positive and supportive manner at all times and in all places.
9. To observe the parliamentary procedures and display courteous conduct in all Board of Director and committee meetings.
10. To refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and prohibit methods that conflict with School policy.
11. To avoid conflicts of interest between my position as Director and my personal life. If such a conflict does arise, I will declare that conflict before the Board of Directors and refrain from voting on matters in which I have conflict.

12. To support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
13. To agree to serve on a least one committee, attend all meetings, and participate in the accomplishment of its objectives. If I chair the Board, a committee or task force, I will:
 - a) Call meetings as necessary until objectives are met;
 - b) Ensure that the agenda and support materials are mailed to all members in advance of the meetings;
 - c) Conduct the meetings in an orderly, fair, open and efficient manner; and
 - d) Make committee progress reports/minutes to the Board of Directors at its scheduled meetings, using the adopted format.
14. To participate in (1) the annual strategic planning retreat, (2) board self-evaluation programs, and (3) Board of Director development workshops, training seminars, and other educational events that enhance my skills as a Director.
15. To perform other such duties as may be requested from time to time by the President and/or Board of Directors.

Signature

Date

CONFLICT OF INTEREST ANNUAL STATEMENT

I, _____, hereby certify that I have received a copy of the policies relating to Board of Directors Code of Ethics (Policy #0340) and Board of Director Conflicts of Interest (Policy #0342) of Académie Lafayette and have read and understand the policies. I understand that Académie Lafayette is a public charter school and is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as set forth in its bylaws.

Signature: _____ Date: _____

Exhibit D

Board of Directors Officer Job Descriptions

Title: President
Term: Two years
Responsible to: Board of Directors

Specific Duties:

1. Supervise the affairs of the Corporation, subject to the authority of the Board of Directors.
2. Chairs the meetings of the Board of Directors after developing the agenda with the Head of School.
3. Ensures Board's leading role in strategic planning.
4. Ensures ongoing financial planning and financial reports.
5. Along with other Board members, plays leading role in fundraising activities.
6. Appoints the Chairperson of committees, in consultation with other Board members.
7. Serves as an ex officio member of committees and attends their meetings when invited.
8. Leads discussions with the Executive Director regarding any issues of concern to the Board.
9. Leads regular, formal evaluations of the performance of the Executive Director and the Board of Directors.
10. Discusses issues confronting the organization with the Executive Director, and shares recommendations with the Board.
11. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
12. Leads evaluation annually of the performance of the organization in achieving its mission.
13. Performs other responsibilities assigned by the Board.

Title: Immediate Past President
Term: One year
Responsible to: Board of Directors

Specific Duties:

1. Assure continuity between successive Presidential terms.
2. Champion and complete selected project initiatives that began during his/her Presidential term.

Title: Vice President
Term: Two years
Responsible to: Board of Directors

Specific Duties:

1. Perform the duties of the President in the absence of the President, or in the event of the President's inability or refusal to act.
2. Perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
3. The two-year term of Vice President should be used to learn and prepare to lead the Corporation.

Title: Secretary
Term: Two years
Responsible to: Board of Directors

Specific Duties:

1. Ensure that a true and accurate account of all proceedings at Board of Directors meetings is kept.
2. Perform all duties incident to the office of Secretary and such other duties as from time to time may be signed to him/her by the President or by the Board of Directors.

Date of Board Approval of Job Descriptions: _____

Exhibit E

Description, duties and scope of authority of each Required Committee

Board Committee	Responsibilities	Meeting Frequency
Finance Committee	<ul style="list-style-type: none"> • Ensure quality and integrity of the financial statements • Ensure compliance with financial and operational regulatory requirements • Ensure efficiency and effectiveness of the School’s internal controls • Confirm independent auditor's qualifications and independence • Review and recommend action on annual audit and the annual budget • Review monthly accounts payable and school expenses 	Monthly, every Thursday before the Board Meeting
Board Development Committee	<ul style="list-style-type: none"> • Assess and make recommendations on Board composition and size ensuring that ethnic, cultural, geographic, racial and gender diversity are manifested in Board membership • Search for and recruit, interview and nominate potential Directors • Conduct and review evaluations and assessments concerning the effectiveness of the Board, Board President, Committees, Committee Chairs, and individual Directors • Assess governance structures and make recommendations to the Board re-election of officers, creation or elimination of committees • Periodically perform long range assessment of the Board’s needs and requirements • Develop and implement governance related policies and procedures • Provide new member orientation • Assess the training needs of the Board • Oversee and plan for board training and leadership development • Conduct a review of the Bylaws on an annual basis • Maintain a list of current Directors’ terms and keep a list of potential Directors 	Bi-monthly, no less than 6 times per year

Board Committee	Responsibilities	Meeting Frequency
Human Resources Committee	<ul style="list-style-type: none"> • Manage the Corporation's strategic plan and report on progress • review Head of School • Address staff issues • Work with admin staff and teachers regarding outreach, inclusion, etc. 	bi-monthly or as needed
Development Committee	<ul style="list-style-type: none"> • fund raising, networking, work with Dev. Director to plan fund raising events, manage strategic plan, etc. 	Bi-monthly, no less than 6 times per year