

**AMENDED AND RESTATED BYLAWS
OF
LA SALLE CHARTER SCHOOLS, INC.**

ARTICLE I.

OFFICES

1. Principal Office. The principal office of the Corporation shall be located within the State of Missouri, as the Board of Directors shall designate from time to time.

2. Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent, whose office is identical with such registered office, as required by the Missouri NonProfit Corporation Act ("the Act"). The Board of Directors, from time to time by resolution, may change the registered agent and the address of the registered office. The registered office may be, but need not be, identical with the principal office and may be changed from time to time by the Board of Directors.

3. Additional Offices. The Corporation may also have offices and branch offices at such other places as the Board of Directors from time to time may designate or the business of the Corporation may require.

ARTICLE II

SEAL

If the Corporation has a seal, the seal of the Corporation shall be a circular impression with the name of the Corporation in the upper portion of the rim thereof, the word "MISSOURI" in the lower portion of the rim thereof, and the word "SEAL" in the center. The corporate seal, or a facsimile thereof, may be impressed or affixed or in any manner reproduced. The Board of Directors, by resolution, may change the form of the corporate seal from time to time.

ARTICLE III

MEMBERS

The Corporation shall not have members.

Article IV

BOARD OF DIRECTORS

1. General Powers. The property and affairs of the Corporation shall be controlled and managed by a Board of Directors (the "Board of Directors," and the members of the Board of Directors, the "Directors"). The Board of Directors may, by resolution, delegate to such officers or employees of the Corporation, such general and specific powers as it may deem appropriate, to the extent not prohibited by law, these Bylaws, or the Articles of Incorporation.

2. Number, Tenure and Qualifications. The number of the initial Board of Directors shall be as set forth in the Corporation's Articles of Incorporation and such Directors shall be appointed by the Incorporator. The number of Directors shall be not less than three (3).

No increase or decrease in the number of Directors shall have the effect of altering the existing term of any Director.

3. Appointment; Term of Office; Resignations.

a. Terms served by Members of the Board of Directors shall be staggered. Beginning in 2014 the terms of the expanded Board of Directors shall be as follows: the initial term of three of the Directors will expire in June, 2015; the initial term of three of the Directors will expire in June, 2016; and the initial term of four of the Directors will expire in June, 2017. After these initial terms, each term shall be for a three-year period. Any Director may succeed himself or herself, with approval of the Board of Directors, for a total of three consecutive terms only, inclusive of the initial term. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of Directors, may be filled by the Directors then in office. The term of any Director filling a vacancy shall expire at the end of the unexpired term for which such Director is filling.

b. No Director shall serve more than three terms as a Director. Thereafter, following a one-year break, Directors may serve up to two (2) additional terms, for an aggregate total of five (5) terms.

At each annual election of Directors, the respective required number of Directors shall be elected to succeed as successors to the Directors previously serving as such Directors, to serve a term of three years beginning July 1, and until their successors are elected and qualified. Successors shall be selected by the Board of Directors. Directors shall take office on the date specified by the Board, or if no date is specified, immediately following the close of the annual meeting or other meeting at which they are elected.

4. Resignation, Removal and Vacancies. A Director may resign at any time by instrument in writing to that effect filed with the Board of Directors, Secretary or President of the Corporation other than himself or herself. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by such officer.

A Director may be removed with or without cause by the affirmative vote of two-thirds of the persons then serving as Directors at a regular or special meeting of the Board of Directors of the Corporation.

Whenever any vacancies shall occur among the Directors, the remaining Directors shall constitute the Directors of the Corporation until such vacancy is filled or until the number of Directors is changed. The remaining Directors may, by a vote of a majority of their number, fill any vacancy for the unexpired term at any duly called meeting of the Board.

5. Voting, Quorum and Adjournments. The presence of a majority of the Directors shall constitute a quorum. Voting by Directors shall be conducted in accordance with the applicable provisions of Section 610.010, *et seq.*, as amended, of the Missouri Revised Statutes ("the Sunshine Law"). Each Director who is entitled to cast a vote in accordance with Section 610.010, *et seq.*, as amended, of the Missouri Revised Statutes, shall be entitled to cast one vote on each matter. At any meeting of Directors all questions and business shall be determined by the affirmative vote of not less than a majority of the Directors present, except as the Articles of Incorporation, the Bylaws, or law may require the affirmative vote of a greater number of Directors. If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall

be present any business may be transacted which could have been transacted at the original meeting.

6. Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of June of each year on such date and at such place as may be fixed by the Board of Directors, or, if it fails to do so, by the President. The annual meeting shall be held for the purpose of electing officers and transacting any other business.

7. Regular Meetings. Regular meetings of the Directors shall be held monthly, as necessary, at such time and place as is determined by the Chairperson and set forth in the Notice of Meeting.

8. Special Meetings. Any meeting which is not a regular meeting, or the annual meeting is a special meeting. Special meetings of the Directors may be held at any time upon call by the Chairperson or by any two Directors.

9. Notice and Waivers of Notice. Notice of Board meetings shall comply with the laws governing meetings of governmental bodies as set forth in Section 610.010, *et seq.*, as amended, of the Missouri Revised Statutes (“the Sunshine Act”). Notice of the date, time, place and purpose (tentative agenda) of any meeting shall be given to each Director at least twenty-four hours prior to the meeting, unless for good cause it is impossible or impractical to provide such notice.

Unless otherwise limited in the notice thereof, any business may be transacted at any annual or regular meeting.

Any Director may waive notice of any meeting and notice shall be deemed to have been waived by attendance at such meeting without protest of the lack of proper notice.

10. Compensation. The Directors shall not receive salaries, fees or compensation for their service as Directors or their attendance at any meeting of Directors or committee meeting of members. A Director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the corporation in the administration of its affairs.

11. Interest in Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, partnership, association, or other organization in voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if: (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or (b) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Board of Directors or a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes the contract or transaction.

12. Meetings by Telephone or Video Conference. When authorized under the Sunshine Law, a Director may attend and participate in meetings of the Board by means of telephone conference or via other communications equipment such as video conference whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall be deemed presence in person at the meeting for all purposes.

ARTICLE V

COMMITTEES

1. General. The Board of Directors may appoint two or more persons to constitute one or more committees of the Corporation. Every committee established shall have at least one Director as a member. The resolution establishing each such committee shall specify a designation by which it shall be known and shall fix its powers and authority. The Board of Directors may delegate to any such committee any of the authority of the Board of Directors except that no such committee shall have the authority to: authorize distributions to Directors, officers, agents or employees except in exchange for something or some act of equal value received; approve any dissolution, merger or sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any committee; or adopt, amend or repeal the Articles or Bylaws.

Each such committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision and alterations by the Board of Directors.

Any such committee may act at a meeting by a majority of its members. All Board-appointed committees shall comply with the Missouri Sunshine Law.

The Board of Directors may also designate other committees (whose members need not be Directors) that do not have or exercise the authority of the Board of Directors in the Management of the Corporation.

2. Executive Committee. The Executive Committee shall consist of the Chairperson, the Vice Chairperson, the Secretary, and the Treasurer. The Chairperson or any two other members of the Executive Committee may call a meeting of the Executive Committee. The Chairperson or other person calling the meeting shall give or cause to be given written notice in accordance with the Sunshine Law to each member of the Executive Committee of the date, time, place, and purpose of the meeting at least twenty-four hours prior to the meeting, unless for good cause it is impossible or impractical to provide such notice. A majority of the Executive Committee shall constitute a quorum. For the transaction of business at any meeting thereof. The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall, except to the extent otherwise provided herein or determined by the Board of Directors, have all authority of the Board of Directors other than the authority to fill vacancies on the Board of Directors. Subject to the aforesaid exceptions, any person dealing with the Corporation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization of the Board of Directors. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors. At each meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those present. Members of the Executive Committee may attend and participate in committee meetings as set forth in these Bylaws.

3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

4. Chairman. One member of each committee shall be appointed chairman by the Board of Directors. Such person shall be a Director.

5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

ARTICLE VI

OFFICERS

1. Officers. The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Board of Directors may appoint such other officers and assistants as may be necessary. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. The Chairperson of the Corporation shall also serve as the Chairperson of the Board of Directors.

2. Election of Officers. The officers of the Corporation shall normally be elected by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until the next annual meeting of the Board of Directors and until their successors are elected and qualified. An officer may resign at any time by delivering notice thereof to the Board of Directors, the Chairperson or Secretary. The Board of Directors may remove any officer at any time, with or without cause, by a vote of a majority of Directors at a meeting where a quorum is present. The Board of Directors may fill any vacancy in any office occurring from whatever cause.

3. Delegation of Power. In case of absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being.

ARTICLE VII

DUTIES OF OFFICERS

1. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and shall sign all contracts, notes, deeds or other papers requiring the Chairperson's signature and shall have such other duties as may from time to time be required of the Chairperson by the Board of Directors.

2. Vice Chairperson. The Vice Chairperson shall have the powers of the Chairperson during the absence or incapacity of the Chairperson or when there is a vacancy in the office of Chairperson, and shall have such other powers and duties as may be prescribed by the Directors.

3. Secretary. The Secretary shall keep minutes of all the proceedings of the Board of Directors, make proper record of the same and furnish copies of such minutes to the Chairperson prior to the next meeting of the Board of Directors, shut all bonds, contracts, notes, deeds and other papers executed by the Corporation requiring such signature, give notice of meetings of Directors, keep such books as may be required by the Board of Directors and perform such other and further duties may from time to time be required by the Board of Directors.

4. Treasurer. The Treasurer shall have general supervision of all finances. The Treasurer shall receive and have charge of all money, bills, notes, deeds, leases, mortgages, insurance policies and similar property belonging to the Corporation, and shall direct and execute any and all transactions related to such property as required by the Board of Directors. The Treasurer shall cause to be kept adequate and correct accounts of the business transactions of the Corporation and on the expiration of the term of office shall turn over to the succeeding Treasurer or to the Board of Directors all property, books, papers and money of the Corporation.

5. Assistant Officers. Assistant officers shall act as assistants to and under the direction of their superior officers and shall be vested with all of the powers or be required to perform any of the duties of their superior officers in their absence, and they shall perform such other and further duties as may, from time to time be required by the Board of Directors.

ARTICLE VIII

LIMITATION OF LIABILITY

No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director, or officer of the Corporation, if such person performs his/her duties, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith and in a manner he/she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in

a like position would use under similar circumstances. In performing his/her duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, that are prepared or presented by: 1) one or more Directors, officers or employees of the Corporation whom the Director or officer reasonably believes are reliable and competent in the matters prepared or presented, 2) counsel, public accountants, or other persons as to matters that the Director or officer reasonably believes are within the person's professional or expert competence, 3) a committee of the Board of Directors upon which he/she does not serve, duly established in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the Director or officer reasonably believes to merit confidence.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

1. Indemnity. 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 he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines and amount paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, he/she 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 an assumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was not unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any right of the Corporation to procure a judgment in its favor, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court of proper jurisdiction in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as a court of proper jurisdiction shall deem proper.

To the extent that a Director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses, including attorneys' fees actually and reasonably incurred by him/her in connection therewith.

Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth above. Such determination shall be made (a) by a majority

vote of a quorum consisting of Directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable and a majority of a quorum of disinterested Directors so directs, by written opinion of independent legal counsel other than an attorney, or a firm having associated it with an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five years, or (c) by the court in which such action, suit or proceeding was brought. Any determination made by the disinterested Directors or by independent legal counsel as described above shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation and within ten days after receipt such notification, such person shall have the right to petition the court in which such action or suit was brought to review the reasonableness of such determination.

Expenses, including attorneys' fees, incurred in defending any action, or proceeding referred to above of this Section, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if and as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized by this Article.

The indemnification provided by this Article, both as to actions in his/her official capacity and as to action in another capacity while holding such office, shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws or any agreement, vote of disinterested Directors, or otherwise and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who 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, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

3. Severability. In the event any provision of this Article shall be held invalid by any court of competent jurisdiction such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the Corporation shall indemnify any person who is or was a Director or officer of the Corporation who is or was serving at the request of the Corporation who is or was serving at the request of the Corporation as a Director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted under Missouri law, as from time to time in effect.

ARTICLE X

AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted only by the act of a majority of the Board of Directors. Any proposed amendment shall be announced not less than thirty (30) days before the vote thereon, by reading the same at a board meeting or by written communication of the same to all board members.

ARTICLE XI

OPEN MEETINGS AND RECORDS

The Board of Directors shall ensure that it and the charter school operate in compliance with the Missouri Sunshine Law, Chapter 610, RSMo, regarding public meetings and public records.

ARTICLE XII

EXECUTIVE DIRECTOR / HEAD ADMINISTRATOR

The Board of Directors may appoint a person or entity to exercise certain powers and perform certain duties, unless such powers or duties are prohibited by the Articles, these Bylaws, and/or law. Such person or entity shall be appointed as the Executive Director / Head Administrator. The Executive Director / Head Administrator shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a corporation, and such person or entity shall carry into effect all directions and resolutions of the Board.

CERTIFICATE

IN WITNESS WHEREOF, the undersigned, in their capacity as Chairperson of the Corporation certifies that these are the Amended and Restated Bylaws of said Corporation in effect as of the date below written.



Demetrius Grooms, Chairperson

DATE 8/2/21