

**BY-LAWS OF
GATEWAY SCIENCE ACADEMY OF SAINT LOUIS**

* * * * *

ARTICLE I

OFFICES

Section 1.1 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is the Corporation's registered office, as required by the Statute. The registered office may, but need not be, identical with the principal office of the Corporation in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

Section 1.2 Principal Place of Business. The principal place of business of the Corporation shall be located in St. Louis, Missouri. The Corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

MEMBERS

Section 2.1 No Members. As provided in the Articles of Organization, the corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers. The business, affairs and property of the Corporation shall be managed and controlled by the Board of Directors, and all corporate powers shall be vested in and exercised by the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 3.2 Number, Election and Term. The Board of Directors shall consist of not less than three (3) directors, with the exact number of directors to be fixed by the Board of Directors from time to time.

Section 3.3 Election and Term. Such directors shall be elected by the directors then in office for a term of one year, and each such director shall hold office until his or her successor has been duly elected and qualified, or until his or her death or until his or her resignation or removal in the manner provided in Section 3.4 or Section 3.5 of this Article III.

Section 3.4 Resignation. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance of the resignation shall not be necessary to make it effective. If the resignation specifies a later effective date, a successor may be elected prior to such effective date to take office when the resignation becomes effective.

Section 3.5 Removal A director may be removed, with or without cause, by the vote of two-thirds (2/3) of the directors then in office.

Section 3.6 Annual Meeting. Unless otherwise determined by vote of a majority of the directors then holding office, the annual meeting of the Board of Directors shall be held in August of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause a special meeting of the Board of Directors to be held as soon thereafter as may be convenient for the purpose of electing directors and for the transaction of such other business as may properly come before a special meeting of the Board of Directors.

Section 3.7 Regular Meetings. The Board of Directors shall hold regular meetings, at a date, time and place fixed by these Bylaws or the Board, for the purpose of transacting such business as properly may come before the Board. The Board of Directors shall hold a minimum of six (6) regular meetings a year.

Section 3.8 Special Meetings. A Special Meeting shall be held at any time called by the President of the Board or the Secretary upon the written request of twenty percent of the Directors then in office. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 3.9 Notice. At least 24 hours (excluding weekends and holidays) before any Board of Directors meeting, a notice of the meeting shall be posted at the meeting place. The notice shall include time, date, place and tentative agenda of the meeting, and whether the meeting is open or closed. In case of a Board of Directors meeting by conference call or other electronic means, the notice shall specify the location where the public may observe and attend that meeting. If the Board of Directors meeting is held via Internet or other computer link, a notice shall be posted on the corporation's web site. Written notice of the date, time, place, and purpose of any special meeting of the Board of Directors shall be delivered personally to each director, or shall be sent by mail, electronic mail or next business day delivery service (such as Federal Express) or confirmed telecopier to each director's business address. Two (2) business days' notice shall be given if notice is sent by mail, and one (1) business day's notice shall be given if notice is delivered personally or sent by electronic mail, next business day delivery service or confirmed telecopier; provided, however, that if the designated meeting place is outside the State of Missouri, an additional one (1) day's notice shall be given. If by mail, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage thereupon prepaid. If by electronic mail or next business day delivery service, such notice shall be deemed to be delivered when the electronic mail or notice is delivered to the telegraph company or delivery service. If by telecopier, such notice shall be deemed to be delivered when telecopy confirmation is received.

Section 3.10 Waiver of Notice. A director may waive notice of any meeting before or after the date and time stated in the notice, provided the waiver is in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these bylaws, the Articles of Incorporation or the Missouri Nonprofit Corporation Act, objects to lack of notice and does not vote for or assent to the objected to action.

Section 3.11 Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present, shall be the act of the Board of the Directors.

Section 3.12 Manner of Acting. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.13 Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from a decrease in the number of directors, the directors remaining in office, even if such directors constitute less than a quorum of the entire authorized Board of Directors, may fill such vacancy or vacancies by the affirmative vote of a majority of the directors remaining in office. The term of a director filling a vacancy expires at the end of the unexpired term which such director is filling. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.14 Compensation. No director shall receive any salary or other compensation for services rendered as a director, provided, however, that by resolution of the Board of Directors the directors may be paid their reasonable expenses incurred by them in carrying out their duties as director, if any, and for attendance at each meeting of the Board.

Section 3.15 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 3.16 Committees of Directors. The Board of Directors may, by resolution passed by a majority of the entire Board, designate two or more directors to constitute a committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation; provided, however, that the designation of such a committee and of authority to the committee shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon the Board of Directors or any member thereof under Missouri law. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 3.17 Attendance. Inadequate attendance at meetings of the Board of Directors, defined as unexcused absence from three (3) consecutive meetings or from at least fifty percent (50%) of such meetings within one (1) calendar year. Members of the Board of Directors may participate in a meeting of the Board by electronic or telephonic means or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this matter shall constitute presence in person at the meeting, and may take official action.

ARTICLE IV

OFFICERS

Section 4.1 Number. The officers of the corporation shall be President, Vice-President, Treasurer and Secretary. The same individual may simultaneously hold more than one office.

Section 4.2 Election and Term of Office. The officers of the corporation shall be elected each year by the Board of Directors at its August meeting.

Section 4.3 Resignation and Removal. An officer may resign at any time by delivering written notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

Section 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. If a resignation is made effective at a future date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 4.5 President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. In the absence of resolutions adopted by the Board of Directors to the contrary, or where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to any other officer or agent of the corporation or shall be required by law to be otherwise signed or executed, the President of the corporation is hereby authorized, empowered and directed to take any and all actions and to execute any and all contracts, agreements, instruments, certificates, consents, deeds, mortgages, bonds and other instruments and documents on behalf of the corporation which the President deems necessary or desirable and in the best interests of the corporation. The President of the corporation is further authorized, empowered and directed to vote any stock or security owned by the corporation on behalf of the corporation and to exercise any other right or interest which the corporation may have therein or with respect thereto. The President may preside at all meetings of the Board of Directors and in general shall perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors.

Section 4.6 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 acting shall

have all the powers of and be subject to all the restrictions upon the President. The Vice-President or the officer next in line shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 4.7 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article V of these bylaws; (b) prepare and file with the State of Missouri all reports, notices and information required by state or other applicable laws; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 4.8 Secretary. The Secretary with the Superintendent shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized or required under these bylaws; and (d) in general perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 4.9 Salaries. No officer shall be entitled to receive any salary for his or her services to the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 Contracts. The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 5.2 Loans. Unless authorized by The Board of Directors and expressly approved by the President, no loans shall be contracted on behalf of the corporation and no evidence 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 5.3 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 the President of the corporation or by any officer, agent or agents, provided that each such checks draft or order for payment of money, note or other evidence of indebtedness has been specifically authorized by the Board of Directors; in each instance.

Section 5.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the President may select.

Section 5.5 Gifts. The President may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VI

FISCAL YEAR

Section 6.1 Fiscal Year The fiscal year of the corporation shall be same as the fiscal year of the school year.

ARTICLE VII

BOOKS AND RECORDS

Section 7.1 Books and Records The corporation shall keep as permanent records the minutes of meetings of the corporation's Board of Directors and a record of actions taken by committees of the Board. The corporation shall maintain appropriate accounting records.

ARTICLE VIII

SEAL

Section 8.1 Seal The corporation shall have no corporate seal.

ARTICLE IX

WAIVER OF NOTICE

Section 9.1 Waiver of Notice Whenever any notice is required or permitted to be given under the provisions of these bylaws, the Articles of Incorporation or the Missouri Nonprofit Corporation Act, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS

Section 10.1 Amendments The Board of Directors shall have the power to make, amend, and repeal these bylaws and any additional and supplemental bylaws, at any regular or special meeting of the Board of Directors, and notice of any such proposed additional or supplemental bylaws, or the proposed repeal or amendment of any bylaw need not be included in the call of said meeting.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

Section 11.1 Indemnification with Respect to Third Party Actions. This 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 such person (i) is or was a director, officer, employee or agent of this corporation, or (ii) is or was serving at the request of this corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) is or was at the request of the corporation a guarantor of any debts of this corporation, against expenses (including attorneys' fees), judgments, fines, taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such 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 such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 11.2 Indemnification with Respect to Actions by or in the Right of the Corporation This 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 or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this 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 such person's duty to this corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 11.3 Determination of Standard To the extent that a director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and/or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the action, suit, or proceeding.

Any indemnification under Sections 1 and/or 2 of this Article (unless ordered by a court) shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, partner, trustee or agent is proper in the circumstances

because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

Section 11.4 Payment of Expenses in Advance of Disposition of Action Expenses incurred in defending any actual or threatened civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, partner, trustee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by this corporation as authorized in this Article.

Section 11.5 Non-Exclusive The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Section 537.117 RSMo, any other provision of law, the Articles of Incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity while holding such office and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, partner, trustee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.6 Further Indemnity This corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other sections of this Article, including Section 5, to any person who is or was a director, officer, employee or agent, or to any person who 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, provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this Section shall be deemed to limit the power of this corporation under Section 5 of this Article to enact bylaws or to enter in agreements without shareholder adoption of the same.

Section 11.7 Insurance This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 11.8 Definition of Corporation For the purpose of this Article, references to "this corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee, partner, trustee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity.

Section 11.9 Certain Definitions For purposes of this Article, references to “other enterprise” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of this corporation” shall include any service as a director, officer, employee or agent of this corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of this corporation” as referred to in this Article.

Section 11.10 Extent of Indemnification This corporation shall, to the fullest extent permitted by Section 355.476 of the Missouri Nonprofit Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to indemnify under said Section 355.476 from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section 355.476.

Section 11.11 Saving Clause 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.

ARTICLE XII CONFLICTS OF INTEREST

Section 12.1 Conflict of Interest: The board of directors shall adopt and follow a conflicts of interest policy designed to protect the corporation's tax-exempt status. The policy shall address how to identify and address conflicts of interest and the procedures to be followed when the corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction within the meaning of federal law. The policy shall supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. Members, directors, officers and employees of the corporation shall abide by the conflicts of interest policies and all applicable laws in conducting the affairs of the corporation.

CERTIFICATE

The foregoing bylaws constitute the duly amended and restated bylaws of Gateway Science Academy of St. Louis as approved by the members of this corporation at a meeting held on October 15, 2019.

