

**Amended and Restated Bylaws  
Of  
De La Salle Education Center  
Db  
De La Salle Charter School  
(A CHARTER SCHOOL)**

**ARTICLE I**

**ADMINISTRATIVE**

1. **PRINCIPAL OFFICE.** The principal Office of the Corporation shall be in Kansas City, Jackson County, Missouri. The current address for the Principal Office is 3737 Troost, Kansas City, Missouri 64109. The Corporation may have such other offices either in Missouri or elsewhere as determined by the Board of Directors. The Board of Directors has the authority to change the location of the Principal office as long as it stays in Kansas City, Jackson County, Missouri at any time without amending these Bylaws.
2. **REGISTERED AGENT.** The corporation shall comply with the requirements of the laws of the State of Missouri governing not-for-profit corporations and shall maintain a registered agent in Missouri. The Board of directors may change the registered agent as provided for in the governing laws in the State of Missouri for not-for-profit corporations.
3. **FISCAL YEAR.** The fiscal year of the Corporation shall begin the first day of July and end on the last day of June in each year.
4. **NOTICES.** Any notice required or permitted by the Bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given by mail, electronic mail, or fax. If mailed a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by email it shall be deemed to be delivered when sent to the person at his or her e-mail address as it appears in the records of the Corporation. If given by fax. It shall be deemed to be delivered when sent to the person at the fax number as it appears in the records of the Corporation. A person may change his or her address, email, or fax number by giving written notice to the secretary of the Corporation.
5. **REQUIRED BOOKS & RECORDS.** The corporation shall keep completed books and records of account. The Corporation's books and records shall include, but not limited to:
  - A. A file-endorsed copy of all documents filed with Missouri Secretary of State relating to the Corporation, including, but not limited to, the articles of Corporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
  - B. A copy of the Bylaws, and any amended versions or amendments to the Bylaws;
  - C. Open and Closed Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors;

- D. A list of the names, addresses, e-mail addresses, phone numbers and fax numbers of the Directors, Officers and any committee members of the Corporation;
  - E. A financial statement showing the assets, liabilities and net worth of the Corporation at the end of the three most recent fiscal years;
  - F. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years; and
  - G. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
6. ANTI-DISCRIMINATION STATEMENT. It is the policy of the Corporation not to discriminate on the basis of age, color, handicap or disability, ancestry, national origin, marital status, race, religion, gender, gender choice, sexual orientation, sexual identification, or lack thereof, veteran status, or political affiliation, in its educational or employment programs and activities.

## ARTICLE II

### OBJECTIVES, PURPOSES & POWERS

1. 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 students who have voluntarily or involuntarily discontinued their high school studies with an alternative means by which to graduate from high school 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.

## ARTICLE III

### MEMBERS

The Corporation shall not have members.

## ARTICLE IV

## DIRECTORS

1. General Powers: The affairs of the Corporation shall be managed by its self-perpetuating Board of Directors.
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 three (3) and no more than seven (7). 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. and amendments thereto.
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 6 of Article IV. No Director, including a Director with service on the Board of Directors, shall serve more than two 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 President Elect 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.

For purposes of calculating the Maximum Term, all Directors currently serving as of the date of the adoption of these Bylaws who have served more than the Maximum Term will be eligible to serve one additional two (2) year term from the date of the adoption of these Bylaws.

4. Meetings:
  - A. Annual Meeting: The annual meeting of the Board of Directors shall be held in May 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.
  - B. 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 four (4) 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. **[OPTIONAL: The academic staff for De La Salle Charter School 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.]**
  - C. 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 Directors as follows; if there are three (3) or fewer board members by one Director; if there are five (5) or more Directors

by two (2) 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.

- D. Emergency Meetings: Emergency meetings of the Board of Directors may be called by any Director when an emergency occurs at or in relation to the school. 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.
- E. Meeting Agendas: There shall be an agenda for the board members meetings. The agenda may be modified during the meeting.
- F. Notice: All meeting notices shall use plain, concise English and fully comply with RSMo. Sec. 610 et seq. and amendments thereto. 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 have to include the business to be transacted at and the purpose of any regular, special or emergency meeting of the Board of Directors to be valid.
  - i. Notice for Regular Meetings: The Directors and public shall receive notice of all regular meetings no less 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.
  - ii. 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.
  - iii. 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.
- G. 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.
- H. 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.

- 5. 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.

6. Vacancies on the Board of Directors:

A. 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 Corporation. 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. Any officer elected or appointed by the Board may be removed or discharged by the board whenever, in its judgement the best interests of the Corporation would be served thereby. Any officer elected or appointed to replace a resigned or removed officer shall hold office from the time of such election for the remainder of the term of the resigned or removed officer and until such officer's successor has been elected. A vacancy in office created by the death of an officer shall be filled as provided in this section.

B. Resignation/Death: In the event of a vacancy caused by the death or resignation of a 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

7. Board Training: All 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. RSMO §162.203.1 and amendments thereto for regular public school board members.

8. Oath of Directors. All 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.

9. Duties of Directors. All Directors shall exercise ordinary business judgement in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interest of the members. In acting in their official capacity as directors of this corporation, directors shall act in good faith and take actions they have duly considered and not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or an attorney retained by the Corporation. The Board shall have the full and complete power to manage the affairs of the



Corporation and exercise the power of the corporation as set forth in its Articles of Incorporation, and it shall further be in its duty, without limitation of the foregoing powers and duties;

- A. To appoint and remove at pleasure all officers, employees, and agents of the Corporation, prescribe such duties for them as are consistent with the law and these By-Laws and fix their compensation.
- B. To incur indebtedness for the normal transaction of the affairs of the Corporation; to make and execute contracts on behalf of the Corporation; provided, however, that the authority to make and execute contracts on the behalf of the members of the Corporation
- C. Approve the annual budget, regularly monitor the corporation's financial condition, and establish policy guidelines affecting all Corporate assets, including investments and spending.
- D. Generally, to transact and conduct all of the affairs of the Corporation
- E. Contribute financially to the Corporation's fund-raising goals, participate actively in strategies to secure sources of support, and authorize Corporate officers to accept gifts or bequests subject to Board policy guidelines;
- F. Periodically undertake assessments of the Board's performance.
- G. Proxies. A Director may give his/her proxy to a fellow Board member in the following manner: the Director must notify the president and secretary in writing of his/her intent to give his/her proxy.

#### ARTICLE V OFFICERS – Powers and Duties

1. Executive Officers: The executive officers of the Corporation shall consist of a President, the immediate past President, President Elect, a Secretary, and Treasurer. An individual may hold any two (2) offices simultaneously except those of President and Secretary.
2. President: The President shall preside over all meetings of the Board of Directors and the Executive Committee, shall be chief executive officer of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all contracts, deeds, mortgages, and other instruments in writing as authorized on behalf of the Corporation, and shall perform all such duties as are customarily entrusted to and performed by the President of a Missouri nonprofit corporation.
3. President Elect: In the absence of the President, or the inability to act, the President Elect shall act and shall have all the powers and authority of the President.
4. Secretary: The Secretary should attend all meetings of the Board of Directors, the Executive Committee, and all standing and other committees and should record all the proceedings thereof in a minute book kept for that purpose. The Secretary shall have custody of the Corporation's seal and shall be authorized to affix the same to all instruments requiring the Corporation's seal. The Secretary shall have charge of the Corporation's corporate records and any and all other books, records, and papers which the Board of Directors may from time to time entrust to such officer. The Secretary shall give or cause to be given proper notice of all meetings of the Board of Directors, the Executive Committee, and all standing and other committees as required by law and these Bylaws.
5. Treasurer: The Treasurer shall have custody of the corporate funds and securities of the Corporation and shall keep full and accurate account of the receipts and disbursement in books of account belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation in the manner and for the purpose ordered by the Board of Directors, taking proper vouchers or receipts for all such

disbursements, and shall periodically (but at least quarterly) render to the Board of Directors an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

6. Subordinate Officers: The Board may at any time elect or appoint additional assistant or subordinate officers for the Corporation as it deems necessary or advisable, who shall have such authority, hold office for such length of time and perform duties as may be prescribed by the Board or by an elected officer empowered by the Board to make such determination.
7. Delegation of Powers: Any officer shall perform such other duties and exercise such other powers as may be vested in such by the Board of Directors. Unless prohibited by these Bylaws, the Articles, or by law, the Board of Directors may delegate all or any part of the power or duties of any officer to any other officer, Director, or agent of the Corporation.
8. Authority to Sign Evidences of Indebtedness: No bond, note, mortgage, or other evidence of indebtedness of the Corporation shall be valid or binding upon the Corporation unless and until the same has been authorized by the Board of Directors, signed by the President or President Elect, and attested by the Secretary or signed by the school's lead administrator as authorized by Board resolution.

#### ARTICLE VI TRANSACTIONS OF THE BOARD OF DIRECTORS

1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to negotiate any contract in the name of and on behalf of the Corporation. Contracts are to be signed by the President. In the absence of the President, the President Elect.
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
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.
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.
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).
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.
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.

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.
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.
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

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 members of a committee. A committee shall include two or more directors and may include persons who are not Directors. **[OPTIONAL: Staff members, including the lead administrator, 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 shall 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 members of a committee that has not been delegated. Any authority delegated to a committee shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law.

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 member of a committee or 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.

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, budget and finance duties, review annual report and expenses

The Finance 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.

3. Authority to Appoint Committees: The Board of Directors can designate additional committees on an ad hoc basis, as needed.
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.

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.

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.

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

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 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 X SEAL

The Board of Directors may have 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 XI  
INDEMNIFICATION

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.
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 XI 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 XI 5, below.
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 expense actually incurred by the person in connection with the proceeding.
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.
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 XII 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 XIII 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 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. 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 XIV 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 XV  
MISCELLANEOUS PROVISIONS

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

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

*CERTIFICATE OF SECRETARY*

I hereby certify that I am the duly elected secretary of De La Salle Education Center dba De La Salle Charter School and the foregoing amended Bylaws constitute the current Bylaws of the Corporation. The amended Bylaws were duly adopted at a meeting of the Board of Directors held on May 2, 2018.

Date: 6.4.18  
(Signature of Secretary)

Lisa Krysten  
LISA KRISTEN  
(Print name)

SEAL OF CORPORATION,  
If applicable

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