

**BYLAWS
OF
KC INTERNATIONAL ACADEMY**

**ARTICLE I
CORPORATION, OFFICES, RECORDS, SEAL**

Section I.1. The Corporation. KC International Academy is a corporation organized under the Missouri Nonprofit Corporation Act for those charitable, scientific and educational purposes stated in its Articles of Incorporation, as amended from time to time.

Section I.2. Principal Office. The principal office and location of the corporation shall be at such place in the State of Missouri as may be designated from time to time by the Board of Directors.

Section I.3. Registered Office and Registered Agent. The corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be as determined from time to time by the Board of Directors.

Section I.4. Records.

Without limiting the records required to be kept pursuant to this Section 1.6, the corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments then currently in effect;
- (b) its bylaws or restated bylaws and all amendments then currently in effect;
- (c) a list of the names and business or home addresses of its current directors and officers;
- (d) its most recent annual report delivered to the Missouri Secretary of State as required by the Missouri Nonprofit Corporation Act;
- (e) a journal or minutes of open and closed meetings shall be taken and retained by the Board of Directors, including, but not limited to, a record of any votes taken at such meeting. The minutes shall include the date, time, place and members present, members absent and a record of any votes taken. When a roll call vote is taken, the minutes shall attribute each “yea” and “nay” vote or abstinence if not voting to the name of the individual Director(s);

(f) all records required to be kept by state and federal laws, rules and regulations, and

(g) appropriate financial statements of all income and expenses.

Section I.5. Seal. Unless adopted by further resolution, the corporation shall have no seal.

ARTICLE II

TYPE OF CORPORATION

Section II.1. Type of Corporation. The corporation is a public benefit corporation.

ARTICLE III

MEMBERSHIP

Section III.1. General. The corporation has no members. The business and affairs of the corporation shall be managed by the duly elected members of the Board of Directors of the corporation.

ARTICLE IV

DIRECTORS

Section IV.1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors of the corporation. The Board of Directors shall have and is vested with all the powers possessed by the corporation.

Section IV.2. (a) Number and Qualifications. The corporation shall have no fewer than three (3) and no more than fifteen (15) members of the Board of Directors. The exact number of directors shall be specified by the Board of Directors from time to time, but the Board shall endeavor to maintain an odd number of members at any one time..

(b) Eligibility to Serve. All directors shall successfully pass criminal background and family care safety registry checks as required by R.S.Mo. § 168.133 and § 160.405(6)(a) before being eligible to serve.

Section IV.3. (a) Election. Each director named in the articles of incorporation shall hold office until the first, second, or third annual meeting, respectively, as determined by the term of office for each director designated in the articles of incorporation, or until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. A majority of the duly elected Directors shall elect those persons to fill expired terms at the Annual Meeting.

(b) Terms of Office. Directors shall serve staggered three year terms. Directors shall serve until the expiration of their term or until their successor is duly elected. No Director may serve for more than nine successive years or three complete terms.

Section IV.4. Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal, incapacity or disqualification, or by reason of an increase in the number of directors, may be filled by the board at any annual meeting or at a special meeting called for that purpose. A director elected to fill a vacancy resulting from the death, resignation, removal, incapacity or disqualification of a director shall meet any qualifications set forth in these bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced.

A director elected to fill a vacancy resulting from an increase in the number of directors shall meet any qualifications set forth in these bylaws, and shall serve for a term of office determined by the board at the time of such vote. Such term shall not exceed a term of three years, and the term of office of each such director shall be set so as to equalize, as nearly as practical, the number of directors whose terms expire at each annual meeting.

Section IV.5. Compensation. No director shall receive compensation from the corporation for any service such person may render to it as a director. However, a director may be reimbursed for expenses reasonably incurred if approved by the Board of Directors by resolution.

Section IV.6. Committees. The Board of Directors, by resolution, may designate one or more standing and special committees, each of which shall consist of two or more directors and shall have and exercise the authority of the board in the management of the corporation to the extent provided in the designating resolution. Other committees not having the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors in office. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors.

All committees so appointed shall, unless otherwise provided by the Board of Directors in the case of committees not having the authority of the Board of Directors, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the corporation and shall report the same to the Board of Directors at or prior to its next meeting. The secretary or an assistant secretary of the corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions, or distributions to directors, officers, agents or employees except in exchange for value received;
- (b) approve or recommend dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets;

(c) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or

(d) adopt, amend or repeal the articles of incorporation or these bylaws.

Section IV.7. Resignation. Any director may resign from the Board of Directors by delivering a written notice thereof to the Board of Directors, its presiding officer, or to the president or secretary of the corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section IV.8. Removal. A director may, with or without cause, be removed by the vote of two-thirds of the directors then in office. A director may be removed only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section V.1. Annual Meetings of the Board Notice. The annual meeting of the Board of Directors shall be on the fourth Tuesday of June of each year.

Section V.2. Regular Meetings. The Board of Directors shall hold regular meetings at such time and place as may be determined from time to time by resolution of the board or upon the call of the president. The Board of Directors shall meet at least once per month.

Section V.3. Special Meetings. Special meetings of the Board of Directors may be called by the president or by at least 35% of the directors, to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of the corporation or at such place or places as the Board of Directors shall determine.

Section V.4. The board may permit any or all directors to participate in a meeting of the board or a committee by, or may conduct the meeting through use of, any means of communication by which all directors participating may simultaneously hear and speak to each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Votes cast digitally during or after such meeting are subject to the normal quorum rule. The board shall allow any member of the public to observe such meeting, in real time or as close thereto as practical, by providing notice of the means and method(s) of observance in the published notice of meeting.

Section V.5. In the event of a catastrophe, disaster, war, terrorist event, civil unrest, pandemic, emergency order, condition endangering life or health, or other grave emergency likely to affect a meeting, the Chair or majority of the remaining

officers may cancel or reschedule a previously scheduled regular or special meeting, giving reasonable notice to all directors and the Superintendent, and may either reschedule the meeting date, time and place, conduct the meeting electronically, or may make provision for any extensions of terms of officers and committee assignments, and other adjustments necessary for legal compliance, subject to the ratification of the board at its next meeting.

Section V.6.

Section V.7. Notice: In General, Special Meetings.

(a) Whenever notice is required to be given to a director, such notice shall be in writing and shall be provided via mail, electronic mail, facsimile, or personal delivery to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article VIII of these bylaws.

(b) Written notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided to each director and shall be given and effective at least two business days before the day on which the meeting is to be held.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Notwithstanding, the board shall give notice of the time, date, and place of each meeting, and its tentative agenda, in a manner reasonably calculated to advise the directors and the public of the matters to be considered, and if the meeting will be conducted by telephone or other electronic means, the notice of the meeting shall identify the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting. If directors plan to meet by internet chat, internet message board, or other computer link, the corporation shall post a notice of the meeting on its website in addition to its principal office and shall notify the public how to access that meeting. Reasonable notice shall include making available copies of the notice to any representative of the news media who requests notice of meetings concurrent with the notice being made available to the directors and posting the notice on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the corporation.

Notice shall be given at least twenty-four hours, exclusive of weekends and holidays when KC International Academy is closed, prior to the commencement of any meeting of the directors unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Each meeting shall be held at a place reasonably accessible to the public and of sufficient size to accommodate the anticipated attendance by members of the public, and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. Every reasonable effort shall be made to grant special access to the meeting to handicapped or disabled individuals. When it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public,

the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

Committees of the board may conduct a meeting without additional notice during a lawful meeting of the board, a recess in that meeting, or immediately following that meeting, if the meeting of the committee is publicly announced at the board meeting and the subject of the meeting reasonably coincides with the subjects discussed or acted upon by the board.

Section V.8. Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of one more than half of the directors in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings; provided, however, that in no event shall fewer than two directors constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or by these bylaws.

Section V.9. Adjournment. If the quorum specified above should not be present at any such meeting, but at least one-third of the directors in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date and location. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.

Section V.10. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section V.11. Recording. The board shall allow for the recording by audiotape, videotape, or other electronic means of any open meeting. The board may establish guidelines regarding the manner in which such recording is conducted so as to minimize disruption to the meeting. No audio recording of any meeting, record, or vote closed pursuant to the provisions of R.S.Mo. §610.021 shall be permitted without permission of the board.

Section V.12. Open Meetings. A journal or minutes of open and closed meetings shall be taken and retained by the board, including, but not limited to, a record of any votes taken at such meeting. The minutes shall include the date, time, place, directors present, directors absent, and a record of any votes taken. When a roll call vote is taken, the minutes shall attribute each “yea” and “nay” vote or abstinence if not voting to the name of the individual director(s).

Section V.13. Closed Meetings – Except to the extent disclosure is otherwise required by law, the Board of Directors is authorized to close meetings, records and votes, to the extent they relate to the following:

- a. Legal actions, causes of action or litigation involving the corporation and any confidential or privileged communications between the corporation or its representatives and its attorneys. However, any minutes, vote or settlement

agreement relating to legal actions, causes of action or litigation involving the corporation or any agent or entity representing its interests or acting on its behalf or with its authority, including any insurance company acting on behalf of a public government body as its insured, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court after a written finding that the adverse impact to a plaintiff or plaintiffs to the action clearly outweighs the public policy considerations of R.S.Mo. § 610.111, however, the amount of any moneys paid by, or on behalf of, the corporation shall be disclosed;

- b. Leasing, purchase or sale of real estate by the corporation where public knowledge of the transaction might adversely affect the legal consideration therefor. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by the corporation shall be made public upon execution of the lease, purchase or sale of the real estate;
- c. Hiring, firing, disciplining or promoting of particular employees by the corporation when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by the Board of Directors, to hire, fire, promote or discipline an employee of the corporation shall be made available with a record of how each director voted to the public within seventy-two hours of the close of the meeting where such action occurs; provided, however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two-hour period before such decision is made available to the public. As used in this subdivision, the term “personal information” means information relating to the performance or merit of individual employees;
- d. Nonjudicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological, or alcoholism or drug dependency diagnosis or treatment;
- e. Scholastic probation, expulsion, or graduation of identifiable individuals, including records of individual test or examination scores; however, personally identifiable student records maintained by public educational institutions shall be open for inspection by the parents, guardian or other custodian of students under the age of eighteen years and by the parents, guardian or other custodian and the student if the student is over the age of eighteen years;
- f. Testing and examination materials, before the test or examination is given or, if it is to be given again, before so given again;
- g. Welfare cases of identifiable individuals;

- h. Preparation, including any discussions or work product, on behalf of the corporation or its representatives for negotiations with employee groups;
- i. Software codes for electronic data processing and documentation thereof;
- j. Specifications for competitive bidding, until either the specifications are officially approved by the public governmental body or the specifications are published for bid;
- k. Sealed bids and related documents, until the bids are opened; and sealed proposals and related documents or any documents related to a negotiated contract until a contract is executed, or all proposals are rejected;
- l. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees once they are employed as such;
- m. Records which are protected from disclosure by law;
- n. Meetings and public records relating to scientific and technological innovations in which the owner has a proprietary interest;
- o. Records relating to municipal hotlines established for the reporting of abuse and wrongdoing;
- p. Confidential or privileged communications between the Corporation and its auditor, including all auditor work product; however, all final audit reports issued by the auditor are to be considered open records pursuant to this chapter;
- q. Operational guidelines, policies and specific response plans developed, adopted, or maintained by any public agency
- r. Operational guidelines, policies and specific response plans developed, adopted, or maintained by any public agency responsible for law enforcement, public safety, first response, or public health for use in responding to or preventing any critical incident which is or appears to be terrorist in nature and which has the potential to endanger individual or public safety or health. Financial records related to the procurement of or expenditures relating to operational guidelines, policies or plans purchased with public funds shall be open. When seeking to close information pursuant to this exception, the Board of Directors shall affirmatively state in writing that disclosure would impair the corporation's ability to protect the security or safety of persons or real property, and shall in the same writing state that the public interest in nondisclosure outweighs the public interest in disclosure of the records;

- s. Existing or proposed security systems and structural plans of real property owned or leased by the corporation, and information that is voluntarily submitted by a nonpublic entity owning or operating an infrastructure to any public governmental body for use by that body to devise plans for protection of that infrastructure, the public disclosure of which would threaten public safety;
- t. Records related to the procurement of or expenditures relating to security systems purchased with public funds shall be open; When seeking to close information pursuant to this exception, the Board of Directors shall affirmatively state in writing that disclosure would impair the public governmental body's ability to protect the security or safety of persons or real property, and shall in the same writing state that the public interest in nondisclosure outweighs the public interest in disclosure of the records;
- u. The portion of a record that identifies security systems or access codes or authorization codes for security systems of real property;
- v. Records that identify the configuration of components or the operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of the corporation. Records related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of moneys paid by, or on behalf of, the corporation for such computer, computer system, computer network, or telecommunications network shall be open;
- w. Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used to protect the security of electronic transactions between the corporation and a person or entity doing business with the corporation. Nothing in this section shall be deemed to close the record of a person or entity using a credit card held in the name of the corporation or any record of a transaction made by a person using a credit card or other method of payment for which reimbursement is made by the corporation; and
- x. Records submitted by an individual, corporation, or other business entity to a public institution of higher education in connection with a proposal to license intellectual property or perform sponsored research and which contains sales projections or other business plan information the disclosure of which may endanger the competitiveness of a business.

Section 5.10 Vote to Close - Except as provided by law, no meeting or vote may be closed without an affirmative public vote of the majority of a quorum of the boards. The vote of each director on the question of closing a public meeting or vote and the specific reason for

closing that public meeting or vote by reference to a specific section of R.S.Mo. § 610.021 shall be announced publicly at an open meeting of the board and entered into the minutes.

Section 5.11 Special Notice to Close - The Board of Directors shall give notice of the time, date and place of such closed meeting or vote and the reason for holding it by reference to the specific exception allowed pursuant to the provisions of R.S.Mo. § 610.021.

Section 5.12 Limited Facility Closure - Any meeting or vote closed pursuant to R.S.Mo. § 610.021 shall be closed only to the extent necessary for the specific reason announced to justify the closed meeting or vote. The directors shall not discuss any business in a closed meeting, record or vote which does not directly relate to the specific reason announced to justify the closed meeting or vote. The board shall close only an existing portion of the meeting facility necessary to house the directors in the closed session, allowing members of the public to remain to attend any subsequent open session held by the directors following the closed session.

Section 5.13 Director Objection - In the event any member of the board makes a motion to close a meeting, or a record, or a vote from the public and any other board member believes that such motion, if passed, would cause a meeting, record or vote to be closed from the public in violation of any provision in this chapter, such latter board member shall state his or her objection to the motion at or before the time the vote is taken on the motion. The board shall enter in the minutes any objection. Any director making such an objection shall be allowed to fully participate in any meeting, record or vote that is closed from the public over the director's objection.

Section 5.14 Record Custodian – The Board of Directors by resolution shall appoint a custodian responsible for the maintenance of the Board's records. The Record Custodian shall maintain correct and complete books and records of account, minutes of all meetings of the Board of Directors and of its committees, and shall keep at its registered office a record giving the names and addresses of each director.

Section 5.15 Electronic Messages - Any member of the board who transmits any message relating to public business by electronic means shall also concurrently transmit that message to either the board member's public office computer or the custodian of records in the same format. These provisions only apply to messages sent to two or more board members of the board or any of its committees so that, when counting the sender, a majority of the board or its committee's members are copied. Any such message received by the custodian or at the board member's office computer shall be a public record subject to the exceptions of R.S.Mo. § 610.021.

ARTICLE VI OFFICERS

Section VI.1. General. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the Board of Directors may elect, including but not limited to a chair of the Board of Directors, assistant secretaries and assistant treasurers. The chair of the board, if any, and the president shall be elected from among

the members of the Board of Directors and shall at all times while holding such office be a member of the Board of Directors. The same person may simultaneously hold more than one office in the corporation.

The officers shall be elected by the Board of Directors , to serve at the pleasure of the board until or until their earlier death, incapacity, disqualification, resignation or removal.

Each officer of the corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of the corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election. The election of an officer does not itself create contract rights.

Section VI.2. Resignation. An officer may resign by delivering a written notice thereof to the corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section VI.3. Removal. Any officer or any employee or agent of the corporation may be removed or discharged for any lawful purpose by the Board of Directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section VI.4. Compensation. No officer who is also a member of the Board of Directors shall receive any salary or compensation for serving as a director. Salaries and compensation of all officers and of all other agents and employees of the corporation, if any, may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the chair of the board, president, or such other officer or officers as may be empowered by the Board of Directors to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the corporation and approved by resolution of the board.

Section VI.5. Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of the corporation shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section VI.6. Delegation of Authority. The Board of Directors may from time to time delegate, in writing by resolution, any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of the corporation or other responsible person. In the event of such delegation, the officer from whom any such function,

power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section VI.7. The Chair of the Board. If a chair of the board be elected, The Chair of the Board of Directors shall be the principal representative of the Board of Directors in the community at large; may preside at meetings of the Board of Directors and the Executive Committee in the absence of the President; shall, together with the President and the Vice Presidents, provide leadership to the Board of Directors with respect to the formulation and implementation of the corporation's long-range planning, capital fundraising and strategic policies; and shall perform such other duties as may be prescribed by the Board of Directors, from time to time.

Section VI.8. The President. Unless the board otherwise provides, The President shall, with the assistance of the Vice Presidents, be well informed of the programs and financial affairs of the corporation; shall preside at all meetings of the Board of Directors and the Executive Committee; shall, together with the Chair of the Board of Directors and the Vice Presidents, provide leadership to the Board of Directors with respect to the formulation and implementation of the corporation's long-range planning, capital fund-raising and strategic policies; shall (with consultation from the Vice Presidents and other directors) appoint all standing and other committees of the Board of Directors and all chairs of such committees except as otherwise provided in these Bylaws; shall evaluate the work of the Board of Directors and its standing and other committees with regard to the goals and objectives of the corporation; and shall be a member of the Finance Committee and may be a member of other committees of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors.

At each annual meeting, the president (together with the treasurer) shall report on the activities and financial condition of the corporation.

The president shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the Board of Directors, from time to time.

Section VI.9. The Vice President. The vice president, or vice presidents if there are more than one, shall work in cooperation with the president and shall perform such duties as the Board of Directors may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the president, the vice president (in order of seniority if there is more than one vice president) shall be vested with all the powers and perform all the duties of the office of president until the board otherwise provides.

Section VI.10. The Secretary. The secretary shall attend the meetings of the Board of Directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of the corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

(a) act as custodian of any adopted seal of the corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;

(b) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and

(c) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board of Directors.

Section VI.11. The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the corporation in books belonging to it, assure that the corporation uses practices consistent with the *Missouri Financial Accounting Manual*, provide for an annual audit by a certified public accountant, publish audit reports and annual financial reports as provided in R.S.Mo. Chapter 165, maintain a surety bond in an amount determined by the corporation's sponsor to be adequate based on the cash flow of the corporation or an insurance policy issued by an insurance company licensed to do business in Missouri on all employees in the amount of five hundred thousand dollars or more that provides coverage in the event of employee theft, and perform such other duties as the Board of Directors may designate. The treasurer shall keep or cause to be kept all other books of account and accounting records of the corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the corporation in such accounts and depositories as may be designated by the Board of Directors. The treasurer shall disburse or permit the disbursement of funds of the corporation in accordance with the authority granted by the Board of Directors. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the president or the Board of Directors, whenever requested by any of them, a report on all financial transactions of the corporation and the financial condition of the corporation.

The treasurer shall be bonded at the corporation's expense if the Board of Directors so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

ARTICLE VII GENERAL PROVISIONS

Section VII.1. Depositories and Checks. The moneys of the corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.

Section VII.2. Bonds. Any officer or employee handling money of the corporation shall be bonded at the corporation's expense if the Board of Directors so requires.

Section VII.3. Custodian of Securities. The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

Section VII.4. Annual Audit. The Board of Directors shall direct that an annual audit of the books of account and financial records of the corporation be performed by an independent accounting firm if required by federal or state law, regulation or rule or if the Board of Directors otherwise deems such audit necessary or advisable.

Section VII.5. Liability and Indemnification of Directors and Officers.

(a) Indemnification. Each person who is or was a director or officer of the corporation and the heirs and estate of such person shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Missouri against any liability, judgment, fine, loss, amount paid in settlement, penalty, claims, demands, damages paid, incurred or accrued, costs and expense (including attorneys' fees) asserted or threatened against such person and incurred by such person while acting within the scope of such person's authority as a director or officer of the corporation.

No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the corporation if such person exercises (a) the same degree of care and skill as a reasonable person would have exercised under the circumstances in the conduct of such person's own affairs or (b) took or omitted to take such action in reliance upon advice of counsel to the corporation or upon statements made or information furnished by directors, officers, employees or agents of the corporation which such person had no reasonable grounds to disbelieve.

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 or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred in any such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability under the provisions of this section.

(b) Enforcement of Indemnification. In the event the corporation refuses to indemnify any person who may be entitled to be indemnified or to have expenses advanced hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against the corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by the corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(c) Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by the corporation. In no event shall any advance be made in instances where the board, or independent legal counsel reasonably determines that such person would not be entitled to indemnification hereunder.

(d) Non-Exclusivity. The indemnification and the advancement of expenses provided by this Section 8.6 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these bylaws or any agreement, vote of disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which the corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 8.6 shall continue as to a person who has ceased to serve in an indemnifiable capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(e) Vesting of Rights. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an Indemnifiable Capacity and while this Section 8.6 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 8.6 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(f) Definitions. For purposes of this Section:

(i) References to "the corporation" shall, if and only if the Board of Directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a

constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any other enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any other enterprise, shall stand in the same position under the provisions of this Section 8.6 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

(ii) References to serving in an "indemnifiable capacity" shall mean service by a person as a director or officer of the corporation or service by a person at the corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

(iii) References to "other enterprises" or "other enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iv) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(v) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a crossclaim or counterclaim; and

(vi) References to "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of a 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.

(vii) Unless the Board of Directors shall determine otherwise, any director or officer of the corporation who shall serve as a director, officer, employee, or agent of any other enterprise of which the corporation, directly or indirectly, is a member, shareholder or creditor, or in which the corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of the corporation; and

(viii) In all other instances where any person shall serve as a director, officer, employee, or agent of any other enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of the corporation, the Board of Directors shall determine whether such person is or was serving at the request of the corporation, and it

shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on the corporation and the person seeking indemnification or advancement of expenses.

(g) Severability. If any provision of this Section 8.6 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Section 8.6 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an indemnifiable capacity is entitled under any provision of this Section 8.6 to indemnification by the corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, the corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

Section VII.6. Sovereign Immunity. Nothing in these bylaws or the articles of incorporation shall be deemed to limit, subvert, restrict, or eliminate any sovereign immunity granted to charter schools and/or their directors, officers, employees and/or agents to the extent that it is applicable.

ARTICLE VIII NOTICE

Section VIII.1. Any notice required or desired to be given under these bylaws or otherwise to any director shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) when received by the director being notified via mail, electronic mail, facsimile, or personal delivery to such director;
- (b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and

(d) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section VIII.2. Written notice is correctly addressed to a director if addressed to the director's address shown on the corporation's current records.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation, shall align with the fiscal year established by the Missouri Department of Elementary and Secondary Education.

ARTICLE X AMENDMENTS

These bylaws may be amended by vote of a majority of the whole board of directors at a regular or special meeting of the Board of Directors.

ARTICLE XII PARLIAMENTARY AUTHORITY

The corporation's parliamentary authority is *Robert's Rules of Order Newly Revised* (latest edition). It governs in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws, rules, policies and procedures of the corporation, or the law. The corporation shall endeavor to conduct all business meetings with a minimum of formality so as to maintain fairness and order, while encouraging comfort and participation.

ARTICLE XIII RULES, POLICIES AND PROCEDURES

The Board of Directors may adopt such rules, policies and procedures as it deems necessary and proper.

ARTICLE XIV EXEMPT ACTIVITIES LIMITATION

Notwithstanding any other provision of these bylaws, no director, officer, employee, or agent of the corporation shall take any action or carry on any activity by or on behalf of the corporation prohibited of an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, employee, agent, or other private person, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

ARTICLE XV
DISSOLUTION

Upon dissolution or final liquidation of the corporation, the corporation shall implement procedures as provided in R.S.Mo. § 160.400(6) and § 160.405(15). The unobligated assets of the corporation shall be returned to the Department of Elementary and Secondary Education for their disposition, which upon receipt of such assets shall return them to the local school district in which KC International Academy was located, the state, or any other entity to which they would belong.

CERTIFICATE

The foregoing amended bylaws were duly adopted as and for the bylaws of KC International Academy by the Board of Directors of the corporation at a meeting held on this 23rd28th day of JuneJuly 2020.

President

Secretary