

BYLAWS OF  
HOGAN PREPARATORY ACADEMY

Article I

Section 1: Name

The name of the corporation shall be Hogan Preparatory Academy and shall be referred to herein as the Academy.

Section 2: Principal Office

The principal office of this corporation is hereby fixed and located at 1221 E Meyer Boulevard, Kansas City, Missouri. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another in the State of Missouri.

Article II

BOARD OF DIRECTORS

Section 1: Number and Categories of Directors

The Board of Directors shall consist of a minimum of three (3) and up to fifteen (15) directors.

No parent, guardian or custodian of a currently enrolled Academy student may serve as a voting director.

Section 2: Election and Term of Office

a) Directors

Election of new directors or election of current directors to an additional term will occur as the first item of business at the annual meeting of the corporation. In addition, the Board may at any time elect new Directors by a majority vote at any regular or special meeting of the Board called for such purpose. Directors will be elected by a majority vote of the current directors.

All Board members shall serve three year terms, but are eligible for re-election.

Section 3: Powers and Responsibilities

Subject to and within the limitations of the laws of Missouri, the Academy's Articles of Incorporation, as amended from time to time, and these Bylaws, the Board:

- a) shall supervise, control and direct the handling of the affairs, assets and property of the Academy;
- b) shall determine, fix and carry out the purposes of the Academy;
- c) shall have absolute discretion in the disbursement of the funds and in the sale, transfer, leasing, use and management of the assets and property of the Academy;
- d) shall have the power to adopt, and from time to time to change, such rules and regulations for the use of the property and the conduct of the affairs and activities of the Academy;
- e) shall appoint, as it deems necessary, persons to act as advisors in determining the policies and formulating programs for carrying out the Academy's purposes;
- f) shall have the power to employ and release such persons as it deems necessary, who shall serve at the discretion of the Board, including the ability to pay reasonable compensation for service performed and reasonable reimbursement of expenses incurred;
- g) shall have the power to pay reasonable compensation for services and reimbursement of reasonable expenses of all attorneys, agents, consultants and assistants, whether or not such attorneys, agents, consultants or assistants are also directors of the Academy and reimbursement of reasonable expenses of officers and directors;
- h) shall have the power to delegate to officers, agents and committees of the Academy the powers to transact the business and carry out the functions of the Academy;
- i) may employ a Business Manager and Principal for the Academy who shall serve at the discretion of the Board of Directors;
- j) shall provide an annual budget for the necessary staff to operate and maintain the property of the Academy;
- k) shall have the power to amend the Articles of Incorporation from time to time; and
- l) may exercise all such powers of the Academy and do all such acts and things as are not prohibited by law, the Articles of Incorporation or these Bylaws.

Section 4: Vacancy

Any vacancy in the office of director occasioned by death, resignation, removal or otherwise shall be filled by the Board from a slate proposed by the Board Development Committee and the person elected to fill such vacancy shall serve for the unexpired term of his/her predecessor.

Section 5: Removal

Any director may be removed from his/her position as director, with or without cause, and with notice to such director, by a majority vote of the Board of Directors. Any director not attending three consecutive meetings without presenting sufficient reason for his/her absence to the Board on or before the day of each such meeting, shall be deemed to have resigned as a director effective as of the conclusion of the third meeting, unless a majority of the total membership of the Board of Directors votes at the next meeting of the directors at which a quorum is present, to reinstate such person as a director.

Section 6: Meetings

Meetings of the directors shall be held at the principal office of the Academy unless some other place shall be stated in the notice of the meeting or in a duly executed waiver thereof. All meetings of the Board of Directors shall be held in strict conformity with this Bylaw and sections 610.010 to 610.030, RSMo, the open meetings law.

a) Notice

Notice of all Board meetings shall comply with the provisions of sections 610.010 to 610.030, RSMo, the open meetings law.

b) Annual Meeting

An annual meeting of directors shall be held each year. The annual meeting of the Board shall be held for the purpose of electing directors, electing officers, presenting the annual financial report for the fiscal year just ended and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall contain the names of those proposed for the Board and the slate of proposed officers and directors.

c) Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) directors, or as may be provided by law or the Articles of Incorporation. Notice of the call of the Special Meeting may be oral or in writing and delivered to each director not later than during the third day immediately preceding the day for which the meeting is called. Such notice shall state the date, time, place and purpose for which such meeting is called.

d) Regular Meetings

By resolution, the directors shall establish at least three (3) regularly scheduled meetings in addition to the annual meetings of the Board of Directors. Such resolution shall establish the day, time and place of such meeting.

Section 7: Quorum

A majority of the members of the Board of Directors shall constitute a quorum except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If, however, such majority shall not be present or represented at any meeting of the directors, the directors entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of directors shall be present.

Section 8: Voting

At each meeting of the directors every voting director shall be entitled to vote in person. No director shall be entitled to vote by proxy. Upon request of any director, the vote upon any question before the meeting shall be by ballot.

Article III

OFFICERS

Section 1: Numbers and Titles

The officers of the Board of Directors of the Academy shall be a President who shall serve as Chair, a Vice-President, a Secretary and a Treasurer.

Section 2: Election, Appointment, Term and Vacancies

At the Annual Meeting such officers shall be elected by the Board to a term of one year and shall hold office until the annual meeting of the Board next following the election of such officers, or until their successors are elected. In case of a vacancy among the officers, other than the President, the Board, upon the nomination of the Board Development Committee, shall elect a successor to serve the balance of the term from among the directors currently serving. In the event of a temporary absence of the President, the President shall appoint an acting Chairperson from among the directors currently serving.

Section 3: President and Chairman

The President shall be chosen from the membership of the Board, shall serve as Chairman and shall also chair the Executive Committee. The President shall have served at least one year as a director prior to election as President. The President shall preside at all meetings of the Board, shall manage the business of the Academy as its chief executive officer, and shall carry into effect all orders and resolutions of the Board. The President may execute bonds, mortgages and other contracts and shall have such general executive powers and duties of supervision and direction as are usually vested in the office of Chairman or President of a not-for-profit corporation.

The President shall be ex officio a member of all committees established by the Board of Directors. He/she shall have such other powers and perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in the Bylaws.

Section 4: Vice President

The Vice President shall have such powers and perform such duties as may be assigned by the Board of Directors. In the absence or disability of the President, or in case of an unfilled vacancy in that office, the Vice-President shall perform the duties and exercise the powers of the President.

Section 5: Secretary

The Secretary shall attend all meetings of the Board and act as clerk thereof, and record all votes and the minutes of all Proceedings. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board.

Section 6: Treasurer

The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the Academy, and shall deposit all monies and other valuable effects in the name and to the credit of the Academy, in such depositories as may be designated by the Board. The Treasurer shall file all necessary returns and reports and shall disburse the funds of the Academy as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Academy.

## ADMINISTRATIVE STAFF

### Section 7: Academy Principal

The Academy Principal shall be responsible for providing advice and assistance to the Board, the President and other officers, and the committees, and shall be responsible for implementing all academic operations of the Academy, including teacher staffing. The Academy Principal shall have such other powers and perform such other duties as may be provided by the Board through the Board President.

### Section 8: Academy Business Manager

The Academy Business Manager shall be responsible for providing advice and assistance to the Board of Directors, the President of the Board and other officers, and the committees; and shall be responsible for administering the financial, non-academic operations of the Academy, including fund development. The Academy Business Manager shall have such other powers and perform such other duties as may be provided by the Board through the Board President.

Section 9: The Academy Business Manager and Principal shall be appointed by the board on the recommendation of the President of the Board.

## Article IV

## COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, peer education, trustee education and data collection. There shall be four standing committees - Executive, Personnel, Board Development, and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board.

### Section 3: Finance Committee

The Treasurer is chair of the Finance Committee, which includes up to three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Academy are public information and shall be made available to the membership, Board members and the public.

Section 4: Personnel Committee and Hiring Policy

The Board as a whole is responsible for hiring the Principal and Business Manager. The Principal is responsible for hiring and supervising other staff. The Personnel Committee shall operate as a grievance committee, and is responsible for developing a personnel policy.

Section 5: The Board Development Committee is commissioned by and responsible to the board of directors to assume the primary responsibility for matters pertaining to board of director's recruitment, nominations, orientation, training, and evaluation in accordance with the by-laws as well as established policies and practices approved by the board of directors. Appointments of the chair and members of the board development committee shall be made annually by the President of the Board with the advice and consent of the Board. The chair of this committee shall be a member of the board of directors. Members of this committee shall be members of the board of directors. Additional committee members may be appointed and need not be members of the board of directors. Responsibilities include: 1. Study the current composition of the board of directors to determine current skills and experience; Identify skills and experience needed on the board. 2. Recruit members to serve as members of the board and develop a slate of directors for consideration by the board at the annual meeting. Review annually the procedures for board recruitment. 3. Develop an orientation and training plan for new board directors and assist in the planning of board retreats. 4. Assist with an annual board self-evaluation. 5. Annually submit objectives as part of the planning and budgeting process. 6. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the board of directors. 7. Report to the board of directors at regular meetings of the board in a manner determined by the board.

Other Committees

The Board may provide for such other standing or special committees as it deems desirable and dissolve the same at its discretion. Each such committee shall consist of one or more persons recommended by the Chairman and approved by the Board, and shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board.

## Article V

### INDEMNITY AND INSURANCE

#### Section 1: Indemnity

a) The Academy shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Academy, by reason of the fact that he or she is or was a director, trustee or officer of the Academy, or is or was serving at the request of the Academy, as a director, trustee or officer, of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Academy, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Academy, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was not unlawful.

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

c) To the extent that a director, trustee or officer of the Academy has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred in connection with the action, suit or proceeding.

d) Any indemnification under said paragraphs (a) or (b) of this section, unless ordered by a court, shall be made by the Academy only as authorized in the specific case upon a determination that indemnification of the director, trustee or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this



section. The determination shall be made by the board by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceedings, or if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, then by independent counsel in a written opinion.

e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Academy in advance of the final disposition of such action, suit, or proceeding as authorized by the board in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the Academy as authorized by this section.

f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2: Insurance

The Academy at its cost, may, but need not as the board determines, provide an insurance policy or policies covering the liability of officers, directors, trustees, volunteers, committee members, employees and other designated agents of the Academy against claims arising out of their activities and duties on behalf of the Academy. The power to indemnify the individual under section 1 of these bylaws shall not necessarily be a prerequisite to maintenance of or recovery under any such policy.

Article VI

GENERAL PROVISIONS

Section 1: Contributions and Gifts

The Board may accept on behalf of the Academy any contribution, gift, bequest or devise for the general purposes or any special purpose of the Academy.

Section 2: Personal Interest of Directors, Officers, Trustees and Members

a) To the extent permitted by law and consistent with the Articles of Incorporation and these Bylaws, no contract or other transaction between the Academy and any other firm, association, or corporation shall be affected or invalidated by reason of the fact that a director, officer, trustee or member of the Academy is interested in or is a member, shareholder, director or officer of such other firm, association or corporation; and a director, officer, trustee or member of the Academy may be a party to or may be interested in any contract or transaction of the Academy or in which the Academy is interested, and no such contract shall be affected or invalidated thereby.

b) Where a director may be related in any way to any firm or organization with which the Academy does or may consider doing business, that relationship must be disclosed by that

member to the full Board. Where his/her business or other relationship may be involved in a financial transaction, the transaction shall be implemented only as the result of fair, open and honest competitive bidding or other objective measure in the best interest of the organization and the bidder; or where costs are not a factor, decisions shall be made only after open discussion by the full Board and only where it is clear that no other source can serve the institution equally well. The director may properly participate in such a Board discussion, may not be counted in the quorum necessary to hold the meeting, and shall not vote on the final decision.

Section 3: Notices for Information

Unless otherwise provided by these Bylaws, whenever notice is required to be given to any director, trustee, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the United States mail, postage prepaid, addressed to such director, trustee, officer or offices as the Board may from time to time designate.

Section 4: Books and Records

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board of Directors and all committees.

Section 5: Checks

All checks, drafts or demands for money and notes of the Academy shall be signed by such officer or officers as the Board may from time to time designate.

Section 6: Fiscal Year

The fiscal year of the Academy shall be fixed by the Board.

Section 7: Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Board of Directors, the Board of Trustees and all committees, subject to the laws of the state, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the Academy.

Article VII

AMENDMENTS

Section 1: These bylaws may be amended or repealed by a majority vote of the entire Board at any regular meeting, or, upon notice of a special meeting, at any special meeting, provided that notice of the general nature of the proposed amendment shall have been included in the notice of the meeting.

Article VIIIDISCRIMINATION PROHIBITED

Section 1: The Academy is a school which admits students of any race, ethnicity, national origin, disability, gender, income level, proficiency in English language or athletic ability to all the rights, privileges and programs, and activities generally accorded or made available to its students and does not discriminate in administration of its education policies, administration policies, and athletic and other school administered programs.

Section 2: The Academy is nonsectarian in its programs, admission policies, employment practices, and all other operations.

Signed:

Donna Calvin

Name

Don Calvin

Signature

Board President

Title

10/4/10

Date