

BY-LAWS OF GATEWAY SCIENCE ACADEMY OF SAINT LOUIS

ARTICLE I

OFFICES

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

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

ARTICLE II

MEMBERS

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

ARTICLE III

BOARD OF DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 3.17 Attendance. Inadequate attendance at meetings of the Board of Directors, defined as unexcused absence from three (3) consecutive meetings or from at least fifty percent (50%) of such meetings within one (1) calendar year. Members of the Board of Directors may participate in a meeting of the Board by electronic or telephonic means or similar communications equipment whereby all persons participating in the

meeting can hear each other, and participation in a meeting in this matter shall constitute presence in person at the meeting, and may take official action.

ARTICLE IV

OFFICERS

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

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

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

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause. An officer's removal does not affect the officer's contract rights, if any, with the corporation.

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

Section 4.5 President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. In the absence of resolutions adopted by the Board of Directors to the contrary, or where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to any other officer or agent of the corporation or shall be required by law to be otherwise signed or executed, the President of the corporation is hereby authorized, empowered and directed to take any and all actions and to execute any and all contracts, agreements, instruments, certificates, consents, deeds, mortgages, bonds and other instruments and documents on behalf of the corporation which the President deems necessary or desirable and in the best interests of the corporation. The President of the corporation is further authorized, empowered and directed to vote any stock or security

owned by the corporation on behalf of the corporation and to exercise any other right or interest which the corporation may have therein or with respect thereto. The President may preside at all meetings of the Board of Directors and in general shall perform all duties incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors.

Section 4.6 Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

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

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

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

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

Section 5.2 Loans. Unless authorized by The Board of Directors and expressly approved by the President, no loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President of the corporation or by any officer, agent or agents, provided that each such checks draft or order for payment of money, note or other evidence of indebtedness has been specifically authorized by the Board of Directors; in each instance.

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

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

ARTICLE VI

FISCAL YEAR

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

ARTICLE VII

BOOKS AND RECORDS

Section 7.1 Books and Records The corporation shall keep as permanent records a record of the minutes of meetings of the corporation's Board of Directors and a record

of actions taken by committees of the Board. The corporation shall maintain appropriate accounting records.

ARTICLE VIII

SEAL

Section 8.1 Seal The corporation shall have no corporate seal.

ARTICLE IX

WAIVER OF NOTICE

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

ARTICLE X

AMENDMENTS

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

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTION

Section 11.1 Indemnification with Respect to Third Party Actions. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person (i) is or was a director, officer, employee or agent of this corporation, or (ii) is or was serving at the request of this corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) is or was at the request of the corporation a guarantor of any debts of this corporation, against expenses (including attorneys' fees), judgments, fines, taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 11.2 Indemnification with Respect to Actions by or in the Right of the Corporation This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to this corporation unless and only to the extent that the court in which such action or suit

was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

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

Any indemnification under Sections 1 and/or 2 of this Article (unless ordered by a court) shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, partner, trustee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

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

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

Section 11.6 Further Indemnity This corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other

sections of this Article, including Section 5, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this Section shall be deemed to limit the power of this corporation under Section 5 of this Article to enact bylaws or to enter in agreements without shareholder adoption of the same.

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

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

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

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

Section 11.11 Saving Clause In the event any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article.

ARTICLE XII

CONFLICTS OF INTEREST AND DISCLOSURES

Section 12.1 Purpose The purpose of the conflicts of interest and disclosures policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 12.2 Definitions

(a) **Interested Person.** Any director, officer, employee, or candidate who has a substantial interest, as defined below, is an interested person.

(b) **Substantial Interest.** Ownership by the individual, the individual's spouse, or the individual's dependent children, whether singularly or collectively, directly or indirectly of:

- (1) 10% or more of any business entity; or
- (2) an interest having a value of \$10,000 or more; or
- (3) the receipt of a salary, gratuity, or other compensation or remuneration of \$5,000 or more, per year from any individual, partnership, organization, or association within any calendar year.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 12.3 Conflicts of Interest Procedures

(a) Conflicts of Interest. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her substantial interest and all material facts relating thereto to the Board of Directors and members of committees with Board- delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the substantial interest and all material facts relating thereto, and after any discussion thereof, the interested person shall leave the Board of Directors or committee meeting while the substantial interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- (1) An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (2) The Chair of the Board or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a

majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

- (1) If the Board of Directors or a committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, The Board of Directors or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 12.4 Records of Proceedings The minutes of the Board of Directors and all committees with Board-delegated powers shall contain --

(a) Names of Persons with Substantial Interest. The names of the persons who disclosed or otherwise were found to have a substantial interest in connection with an actual or possible conflict of interest, the nature of the substantial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

(b) Names of Person Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 12.5 Compensation Committees. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 12.6 Disclosure Reports. Each Board Member and Executive Officer shall disclose in writing to the Board the following information by May 1 of each year if any such transactions occurred during the previous calendar year.

(a) For such person, and all persons within the first degree of consanguinity or affinity of such person, the date and the identities of the parties to each transaction with a total value in excess of five hundred dollars, if any, that such person had with the Corporation, other than compensation received as an employee or payment of any tax, fee or penalty due to the Corporation, and other than transfers for no consideration to the Corporation; and

(b) The date and the identities of the parties to each transaction known to the person with a total value in excess of five hundred dollars, if any, that any business entity in which such person had a substantial interest, had with the Corporation, other than payment of any tax, fee or penalty due to the Corporation or transactions involving payment for providing utility service to the Corporation, and other than transfers for no consideration to the Corporation.

Each Chief Administrative Officer and Chief Purchasing Officer for the Corporation shall disclose in writing to the Board the following information by May 1 of each year.

(c) The name and address of each of the employers of such person from whom income of one thousand dollars or more was received during the year covered by the statement; and

(d) The name and address of each sole proprietorship that such person owned; the name, address and the general nature of the business conducted of each general partnership and joint venture in which such person was a partner or participant; the name and address of each partner or co-participant for each partnership or joint venture unless such names and addresses are filed by the partnership or joint venture with the secretary of state; the name, address and general nature of the business conducted of any closely held corporation or limited partnership in which the person owned ten percent or more of any class of outstanding stock or limited partnership units; and the name of any publicly traded corporation or limited partnership that is listed on a regulated stock exchange or automated quotation system in which the person owned two percent or more of any class of outstanding stock, limited partnership units or other equity interests; and

(e) The name and address of each corporation for which such person served in the capacity of a director, officer or receiver.

Section 12.7 Filing of Disclosure Reports. The disclosure reports described in Section 12.6 shall be filed with the Corporation and with the Missouri Ethics Commission. The reports shall be available for public inspection and copying during normal business hours.

Section 12.8 Annual Statements. Each Director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- (a) Receipt. Has received a copy of the conflicts of interest and disclosure policy.
- (b) Read and Understand. Has read and understands the policy.
- (c) Agrees to Comply. Has agreed to comply with the policy.
- (d) Tax Exemption. Understands that the corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 12.9 Periodic Reviews. To ensure that the corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the corporation may conduct periodic reviews.

Conflict of Interest Policy

The Board of GATEWAY SCIENCE ACADEMY of ST.LOUIS (GSA) adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for governing board member conflicts of interest.

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (GSA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the GSA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable GSAs. As a charter school, certain special state conflicts of interest policies apply as discussed herein.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the GSA has a transaction or arrangement,
- b. A compensation arrangement with the GSA or with any entity or individual with which the GSA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the GSA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Under Missouri law, the following are conflicts of interest. The Board has no discretion on whether these items present a conflict of interest. No person shall be appointed to the board unless they meet the following requirements. Any board member who is in violation of any of these requirements is ineligible to serve and shall immediately forfeit their office:

- a. No member of the Board shall hold any other office or employment from the board while serving as a member of the board.

b. No member of the board shall have any substantial interest (see section 105.450 RSMo for a definition) in any entity employed by or contracting with the board.

c. No member of the board shall be an employee of a company that provides substantial services to the charter school.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the GSA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the GSA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the GSA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the GSA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the GSA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the GSA is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the GSA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management GSAs conform to the GSA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the GSA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Sunshine Law (Chapter 610) Policy

RESOLUTION

WHEREAS, Section 610.023.1, RSMo, provides that a public governmental body is to appoint a custodian to maintain that body's records and the identity and location of the custodian is to be made available upon request; and

WHEREAS, Section 610.026, RSMo, sets forth that a public governmental body shall provide access to and, upon request, furnish copies of public records; and

WHEREAS, Section 610.028.2, RSMo, provides that a public governmental body shall provide a reasonable written policy in compliance with sections 610.010 to 610.030, FRSMo, commonly referred to as the Sunshine Law, regarding the release of information on any meeting, record or vote.

NOW, THEREFORE, BE IT RESOLVED:

- 1. That the GSA Principal be and hereby is appointed custodian of the records of GSA and that such custodian is located at 6576 Smiley Ave., St.Louis, MO 63109.**
- 2. That said custodian shall respond to all requests for access to or copies of a public record within the time period provided by statute except in those circumstances authorized by statute.**
- 3. That the fees to be charged for access to or furnishing copies of records shall be as hereinafter provided.**
- 4. That it is the public policy of GSA that meetings, records, votes, actions and deliberations of this body shall be open to the public unless otherwise provided by law.**
- 5. That GSA hereby closes all public records to the extent authorized by law.**
- 6. That GSA shall comply with sections 610.010 to 610.030, RSMo, the Sunshine Law, as now existing or hereafter amended.**