

# Second Amended Bylaws

## Of

### HOGAN PREPATORY ACADEMY

(A CHARTER SCHOOL)

#### ARTICLE I

##### OFFICES

The principal office of the not-for-profit Corporation shall be located at 1331 East Meyer Boulevard, Kansas City, Missouri 64131. The Corporation may have such other offices, either within or outside the State of Missouri, as the activities of the Corporation may require from time to time.

The registered agent of the Corporation as required by the governing statutes for not-for-profits operating in the State of Missouri is Dana Tippin Cutler, 601 East 63<sup>rd</sup> Street – Suite 310, Kansas City, Missouri 64110. The registered agent and the registered agent's address may be changed by the Board of Directors.

#### ARTICLE II

##### OBJECTIVES, PURPOSES & POWERS

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and 170(c)(2) of the Code.

The Corporation's purposes shall include, without limitation, the development and implementation of Missouri Charter School program. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts necessary or convenient to conduct, promote or attain the purposes herein set out, and to that end:

- a. To take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease. any property, real or personal, whether tangible or intangible, without limitation as to kind, amount or value.

b. To sell, convey, lease, or make loans, grants, or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.

c. To borrow money upon and pledge or mortgage any such property for my purpose for which it is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations.

d. To carry on any of the foregoing activities or purposes either directly or as agent for or with other persons, associations or corporations.

e. To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any other limitations as are prescribed by law.

The Corporation will admit students of any race, color, nationality, ethnic origin, gender (including, but not limited to transgender, gender neutral and gender non-specific) or sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It will not discriminate on the basis of race, color, nationality ethnic origin gender (including, but not limited to transgender, gender neutral and gender non-specific) or sexual orientation in administration of its educational policies, admission policies, scholarship and loan programs, and athletic or other school administered programs.

### ARTICLE III MEMBERS

The Corporations shall not have members.

### ARTICLE IV DIRECTORS

Section 1. General Powers: The affairs of the Corporation shall be managed by its self-perpetuating Board of Directors.

Section 2. Number: The number of persons to constitute the Board of Directors of the Corporation shall be no less than three (3) and no more than nine (9).

Section 3. Election and Term of Office: Directors shall be elected at the annual meeting. The term of office of each Director shall be for a period of three years. No director shall serve more than three consecutive terms. Currently serving Directors' terms shall be staggered in the following manner:

- a. Board members shall be designated by section A, B or C.

- b. Those Board members who are members of section A terms shall expire in 2019 with the option of being re-elected for two more terms;
- c. Those Board members who are members of Section B terms shall expire in 2022 with the option of being re-elected for one more term;
- d. Those Board members who are members of Section C terms shall expire in 2025 with no option of being re-elected.

Section 4. Meetings: Meetings are not governed by Robert's Rules.

4.1 Annual Meeting: The annual meeting of the Board shall be held on the second Monday of September of each year, at which meeting the election of Directors (when applicable) should occur and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held at the annual meeting the Board shall schedule the election to be held at a special meeting as soon thereafter as possible. The annual meeting may be conducted via phone conference, video-conferencing or through the use of other technologies, as long as all of the participants have access to the technology being used for the meeting, including the public

4.2 Regular Meetings: Regular meetings of the Board shall be held at a location determined by the Board. The number of meetings may be increased or decreased by agreement of the Board. The Board can also hold meetings via phone conference, video-conferencing or through the use of other technologies, as long as all of the participants have access to the technology being used for the meeting, including the public. The Board may provide, by resolution, the time and place for the holding of regular meetings, other than, the annual meeting, without notice other than such resolution.

4.3 Special Meetings: Special meetings of the Board may be called by or at the request of the President of the Board or any two Directors. A person(s) authorized to call special meetings may fix any place to have the meeting. The person(s) calling a special meeting shall notify the Secretary for the Board of the information required to be in the Notice. The Directors calling for the special meeting may fix any place within the State of Missouri, as the place for holding any special meeting of the Board. The meeting be held via phone conference, video-conferencing or through the use of other technologies, as long as all of the participants have access to the technology being used for the meeting, including the public.

4.4 Emergency Meetings: Emergency meetings of the Board may be called by any Director when an emergency occurs at or in relation to one of the schools. An emergency includes, but is not limited to, the following: serious illness or death of key personnel; destruction or serious damage to any of the facilities; or the physical welfare or well-being of students or staff is in jeopardy.

Section 5. Notice: All meeting notices shall use plain, concise English. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of

notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Notice of Waiver does not have to include the business to be transacted at, nor the purpose of any regular, special or emergency meeting of the Board to be valid.

5.1. Notice for Regular Meetings: The Directors and public shall receive notice of all regular meetings no later than twenty-four hours before the meeting, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. If the meeting is being held via the Internet or some other electronic means, the Notice shall provide information on how to join the meeting via the technology being used.

5.2. Notice for Special Meetings: The Notice for special meetings are to be sent to the Board via e-mail and posted for the public no later than twenty-four hours before the meeting, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of a governmental body unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given.

5.3. Notice for Emergency Meetings: Notice may or may not be possible with an Emergency meeting. However, Notice shall be sent to the Board and posted for the public as soon as reasonably possible.

Section 6. Proxies: A Director may give his/her proxy to a fellow Board member in the following manner: the Director must notify the president and secretary in writing of his/her intent to give his/her proxy and to whom the proxy will be given via email, fax or other Board agreed upon method; the Director giving his/her proxy must notify the recipient Director in writing via email, fax or other Board agreed upon method that the proxy is being given to them to exercise. A Director is limited to two proxies per year—one during the first six months of the fiscal year and a second the last six months of the fiscal year. Copies of the Director's written notice of proxy must be provided and attached to the minutes of the meeting for which the proxy is given.

Section 7. Quorum & Voting: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board of Directors; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. A quorum is not needed to transact business at an emergency meeting. A quorum can be achieved via a Director giving his/her proxy to a fellow Board member.

Section 8. Manner of Acting: The act of the majority of the Directors present at a Board meeting at which a quorum is present shall be the act of the Board.

Section 9. Consent Action: Any action which is to be or may be taken at a meeting of the Board, or my committee of the Directors, may be taken without a meeting if consents in writing, setting

forth the action so taken, are signed by all of the members of the board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a Board meeting having been duly held.

Section 10. Compensation: Directors shall not receive salaries or compensation of any kind for their service on the Board of Directors. The Board of Directors may adopt a resolution providing for reimbursement payments according to State law to their Directors for any expenses incurred for attending the meetings of the Board of Directors. The Directors may adopt the reimbursement policy used by the school district employees/staff for Director's reimbursements, as long as it is compliant with the governing law for charter schools and not-for-profit boards operating in the State of Missouri.

Section 11. Vacancies on the Board:

11.1. Removal: The Board of Directors may vote to remove a Director at any time with or without cause. A meeting to consider the removal of a Director may be called and notice given, following the procedures provided in the Bylaws. The Notice of and Agenda for the meeting shall state the basis for possible removal of the Director, if any. A Director may be removed by the affirmative vote of the majority of the Board of Directors. A quorum must be present for a vote of removal.

11.2. Removal by Sponsor: A Director may also be removed by written notice from the Sponsor of the Hogan Preparatory Charter School for cause—specifically for breach of fiduciary duty or mismanagement of funds. Said Notice must include, with factual specificity the basis for the removal and after documented attempts to have the issues outlined addressed/resolved by the Board Member(s) in question.

11.2. Resignation/Death: In the event of the death or resignation of a Director, the seat shall be filled by a candidate elected by a majority of the remaining Directors to complete the unexpired term. A Director so elected is still able to serve up to an additional three terms after the completion of the unexpired term, if the time left on the unexpired term was less than eighteen (18) months.

## ARTICLE V OFFICERS

Section 1. Offices: The officers of the Corporation shall include a President; a Vice-President; a Treasurer; and a Secretary and such other officers as may be created by resolution of the Board of Directors.

Section 2. Election and Terms of Office: The officers shall be elected by the Board of Directors at its regularly scheduled May meeting or as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Officers' terms shall be two years with the no more than two terms.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, resignation otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the chief executive officer of the Corporation and shall supervise the affairs of the Corporation, subject to the authority of the Board of Directors. The President shall preside over all meetings of the Board of Directors and may sign, with the Secretary or Treasurer, or any other proper officer authorized by the Board of Directors any documents and instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation., or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so doing, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer: The Treasurer, subject to the authority and approval of the Board of Directors:

- (a) Shall have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) Shall 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 the provisions of Article VI of these By-Laws; provided, however, some or all of such duties, as the Board of Directors may determine, may be delegated to a custodian as provided in said Article VI and/or Article VIII here below;
- (c) Shall see that all the duties incident to the office of Treasurer are completed; and
- (d) Shall attend to such other duties as from time to time may be assigned to him 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 duties in such sums and with such surety or sureties as the Board of Directors shall determine.

Section 8. Secretary: The Secretary shall be responsible for:

- (a) Maintaining the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose;
- (b) Ensuring that all (notices are duly given in accordance with the provisions of these Bylaws or as required by law);
- (c) Ensuring the corporate records and of the seal of the Corporation are maintained;
- (d) Ensuring that the seal of the Corporation is affixed to all documents, executed on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;
- (e) Ensuring that a permanent record of all disbursements for religious, charitable, scientific, literary, or educational purposes made by the Board of Director and/or its duly appointed officers or agents in behalf of the Corporation; and
- (f) Performing all duties incident to the office of Secretary and such other duties as from time to time may be signed to him/her by the President of by the Board of Directors, however, some or all of such duties, as the Board of Directors may determine, may be delegated to a designee as provided in said Article VI and/or Article VIII here below;

Section 9. Compensation: Officers shall not receive salaries or compensation of any kind for their service on the Board of Directors. The Board of Directors may adopt a resolution providing for reimbursement payments according to State law to their Officers for any expenses incurred for attending the meetings of the Board of Directors. The Officers may adopt the reimbursement policy used by the school district employees/staff for Officer's reimbursements, as long as it is compliant with the governing law for charter schools and not-for-profit boards operating in the State of Missouri.

## ARTICLE VI TRANSACTIONS OF THE BOARD

Section 1. Contracts: The Board may authorize my officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, that has been previously approved by the Board.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Custodians: The Board may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Corporation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the Custodian(s).

Section 6. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Section 7. Potential Conflicts of Interest: The Corporation shall not make any loan to a Director or Officer of the corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, Officer, or, committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. Additionally, the Board of Directors shall be subject to the conflict of interest provisions of the Law.

Section 6. Conflicts of Interest Policy: The Board shall adopt a Conflicts of Interest Policy that is consistent with these Bylaws and the governing law for charter school boards and not-for-profit corporations operating within the State of Missouri. Said Conflicts of Interest policy will be reviewed at every annual meeting.

Section 7. Acknowledgment of Conflicts of Interest Policy: Board members will execute on an annual basis an acknowledgment of the Board's conflicts of interest policy, as well as, completing any State required conflicts of interest forms or information.



Section 8. Power of Attorney: A person/agent/attorney may execute any instrument related to the Corporation by means of a Power of Attorney executed by the proper Officers of the Corporation. However, an originally, executed copy of the Power of Attorney must be kept with the Corporation's records and a copy attached to any instrument executed under said power of attorney

Section 9. Prohibited Acts/Actions/Activities: As long as the Corporation is in existence, and except with prior approval of the Board of Directors, no Director, Officer or committee member shall do the following:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation;
- (b) Do any act with the intention of harming the Corporation or any of its operations;
- (c) Do any act that would make it impossible or unnecessarily difficult to carry-on the intended or ordinary business of the Corporation;
- (d) Receive an improper benefit from the operation of the Corporation;
- (e) Use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; nor
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

If a Director, Officer or committee member violates these provisions, he or she shall be subject to immediate removal from his/her post.

## ARTICLE VII COMMITTEES

Section 1. Establishment of Committees: The Board of Directors may adopt a resolution establishing or disbanding committees. The Board of Directors may delegate specified authority to a committee and may appoint or remove members of a committee. A committee shall include two or more directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of

Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated. Any authority delegated to a committee shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt a plan of merger or a plan of consolidation with another corporation;
- (c) Authorize the sale, lease, exchange, or mortgage, of all or substantially all of the property and assets of the Corporation;
- (d) Authorize the voluntary dissolution of the Corporation;
- (e) Revoke proceedings for the voluntary dissolution of the Corporation;
- (f) Adopt a plan for the distribution of the assets of the Corporation;
- (g) Amend, alter, or repeal the Bylaws;
- (h) Eject, appoint, or remove a member of a committee or a Director or Officer of the Corporation;
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interests as defined in paragraph 5.4, below;
- g) Amend, alter or appeal any resolution of the Board; nor
- g) Take any action outside the scope of authority delegated to it by the Board of Directors.

The designation and appointment of a committee and the delegation of authority to the committee shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or a Director by law.

Section 2. Authority to Appoint: The Board can designate committees on an ad hoc basis, as needed. The committees that can be appointed include, but are not limited to Finance, Faculty and External Affairs, and Governance and others as needed or determined by the Board. The Board of Directors shall define the activities and scope of authority of each committee designated or created and shall appoint the Chairman of the committee at the time of its formation.

Section 3. Committee Meetings & Quorum: Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than three (3) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. Said Notice may be provided by mail, fax, email or some other Board agreed method. The Notice shall also be posted at least 24 hours before said committee meeting in the manner of a Board of Directors meeting.

A majority of the number of persons shall constitute a quorum of a committee for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue the meeting even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to

constitute a quorum. If less than a quorum is present at any meeting, a majority of the committee members present may adjourn the meeting at any time without further notice.

Section 4. Actions of Committees: Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

Section 5. Proxies: Committee members may not vote by proxy.

Section 6. Compensation: Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for the payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member who is not a Board of Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member who is not a Board of Director shall be commensurate with the services performed and shall be reasonable in amount.

The Directors may adopt the reimbursement policy used by the school district to reimburse employees/staff for reimbursement of Committee members, as long as it is compliant with the governing law for charter schools and not-for-profit corporations operating in the State of Missouri.

Section 7. Rules: Each committee may adopt its own rules for its own operation, as long as the rules adopted are not inconsistent with these Bylaws, rules adopted by the Board of Directors and are not inconsistent with scope of the committee's assignment. Rules adopted by a committee must be presented to the Board for final approval before being used or enforced by the committee. Said rules should be sent to the Board at least seven days in advance of the meeting where the committee is seeking approval of the same.

## ARTICLE VIII AGENTS & ATTORNEYS

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transfer or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purpose as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of each year.

ARTICLE X  
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not for Profit Corporation Act of Missouri, waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI  
SEAL

The Board of Directors may have a corporate seal which shall be in the form of a circle and shall inscribed thereon the name of the Corporation and the words, "Corporate Seal."

ARTICLE XII  
INDEMNIFICATION

Section 1. Indemnification, When: The Corporation shall indemnify a Director, Officer, committee member, employee or agent of the Corporation who was, is or may be named defendant or respondent in any proceeding as a result of his or her actions omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found to be liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if (A) the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted or (B) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of polo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

Section 2. Indemnification, How: The Corporation shall pay or reimburse expenses incurred by a Director, Officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, Officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Article XII Section 1, above. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and as authorized by the Corporation, i.e. attorneys' fees etc. However, the Corporation shall not pay indemnification expenses directly to the person requesting reimbursement before the final disposition of a proceeding. If the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct—that person will not be reimbursed and will be obligated to re-pay monies paid on their behalf pursuant to Article X Section 5, below.

Section 3. Indemnification, What: The Corporation may indemnify a person under the bylaws, the person may be indemnified against judgment, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to a reasonable expenses actually incurred by the person in connection with the proceeding.

Section 4. Determination of Reasonable Expenses: Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must determine that expenses to be reimbursed are reasonable, except as provided in paragraph, below. The Corporation may make these determinations and decisions by any one of the following procedures:

- (i) By a majority vote of the quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding;
- (ii) By a majority vote of the committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more who at the time of the vote is not named defendants or respondents in the proceeding;
- (iii) If such a quorum cannot be obtained by the Directors and such a committee cannot be established, by a majority vote of all Directors then by determination of special legal counsel selected by a majority vote of all of the Board of Directors; and
- (iv) If the party requesting indemnification submits with his/her request a notarized affirmation that he or she has met the standard of conduct necessary for indemnification under the Bylaws and executes a Promissory Note for each request for reimbursement that will be void if it is determined that the individual met the requirements for indemnification.

Section 5. Authorization of Payment. The Corporation shall authorize indemnification once it has been determined that the expenses are reasonable. Authorization shall be given if the facts then known to the Board would not preclude authorizing indemnification see paragraph Article X

Section 1. The Corporation shall provide for repayment within thirty (30) days after authorization of payment by the Corporation. If it is ultimately determined that the person has not met the requirements for indemnification. The reimbursement shall be an unlimited general obligation of the person receiving said reimbursement. The obligation need not be secured, and it may be accepted without reference to financial ability to make repayment.

### ARTICLE XIII PROPERTY DEVOTED TO CORPORATE PURPOSES

All income and properties of the Corporation shall be devoted exclusively to the purposes provided in the Articles of Incorporation of the Corporation. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Articles.

### ARTICLE XIV DISSOLUTION

Upon dissolution of this corporation and after discharging all liabilities and obligations of this corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining assets of this corporation that represent funding from or that were obtained by using federal or state funding shall be distributed to the State of Missouri, Department of Elementary and Secondary Education. The Board of Directors shall distribute the remainder of the assets of the corporation, if any, to one (1) or more qualifying organizations described in Section 501(c)(3), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to this corporation. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Missouri to be added to the general fund.

### ARTICLE XV AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the Board of Directors.

### ARTICLE XVI MISCELLANEOUS PROVISIONS

Section 1. Governing Law: The Bylaws shall be construed in accordance with the laws of the State of Missouri. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. Legal Construction: If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalid, illegal, or unenforceable provision shall be excluded as if it had not been included and the remaining provisions and the Bylaws shall continue in full force.

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

Section 4. Gender: Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

8.70 PARTIES BOUND. The Bylaws shall be binding upon and inure to the benefits of the Directors, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

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

*CERTIFICATE OF SECRETARY*

I hereby certify that I am the duly elected secretary of Hogan Preparatory Academy and the foregoing amended Bylaws constitute the current Bylaws of the Corporation. The amended Bylaws were duly adopted at a meeting of the Board of Directors held on August 28, 2023.

Date: September \_\_\_\_, 2023

\_\_\_\_\_  
(Signature of Secretary)

\_\_\_\_\_  
(Print name)

SEAL OF CORPORATION,  
If applicable

\_\_\_\_\_