

BY-LAWS
OF THE
LAFAYETTE CHARTER FOUNDATION, INC.

ARTICLE I: Designation and Articles of Incorporation

The Name, Purposes, Limitations and Duration of the Lafayette Charter Foundation, Inc., sometimes hereinafter referred to as "Foundation," are stated in its Articles of Incorporation.

ARTICLE II: Board of Trustees

2.1 General Powers. The Board of the Foundation shall be referred to as the Board of Trustees. Subject to the limitations contained within the provisions of the Louisiana Non-profit Corporation law (La. R.S. 12:201, *et seq.*), other applicable Federal and State law and policy, the Articles of Incorporation, these By Laws, and all policies established by the Foundation's Board of Trustees, the Board of Trustees shall set the policies of the Foundation, shall supervise, manage, and control the affairs and activities of the charter school, and may adopt positions on issues of substance related to the purposes of the charter school. All powers of this Foundation shall be exercised by, or under the authority of, the Board of Trustees. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Trustees shall have the following powers, to wit:

(1) To select and remove the officers and Trustees of this Foundation, to prescribe such powers and duties for them as may not be inconsistent with the Louisiana Non-profit Corporation law, the Articles of Incorporation, or these By-Laws, and to employ, discharge, and fix the compensation of the Foundation's personnel.

(2) To conduct, manage, control and establish policies concerning the affairs and business of the Foundation; to determine on an annual or other basis the substantive areas in which the Foundation's activities are to be concentrated; to establish on an annual or other basis the priorities of the Foundation; and to oversee generally the implementation of the Foundation's program.

(3) To borrow money and incur indebtedness for the purpose of the Foundation, and to cause to be executed and delivered therefore, in the name of the Foundation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Among the policies to be set by the Board shall be policies prescribing the obligations of Board members with respect to fundraising and financial contributions, attendance at Board meetings, and commitment of time and effort to the affairs of the Foundation.

2.2 Number of Trustees. The authorized number of Trustees, to be set by the Board of Trustees, shall be no less than seven (7) and shall not exceed eleven (11). At least one member of the Board of Trustees shall possess significant experience in financial affairs in order to assist the Board in better managing the fiscal affairs of the Foundation.

2.3 Appointment and Initial Term of Office. The initial Board of Trustees shall be named in the Articles of Incorporation. The term of office of the Board of Trustees shall staggered by dividing the directors into three classes (Class A, Class B, and Class C), with each Class serving two years. Each class shall be equal in size or as close thereto as possible given the makeup of the Board. A single Class shall be elected at each annual meeting of the Board, starting with Class A at the first annual meeting, followed by Class B, and then Class C, subject to the provisions of this Article 4 regarding qualification, resignation, and the filling of a vacancy.

2.3.2. General Provisions applying to all Terms. The term of each Trustee shall expire upon the election and qualification of their successors. Should a Trustee fill a vacancy with less than twelve (12) months left in the unexpired portion of the term of the vacant Trustee Seat, the filling of the vacancy shall not be considered a full term. There is nothing herein that limits the number of terms an individual can serve as Trustee of the Foundation.

2.3.3. Qualifications of Trustees. A Board Seat will be filled and occupied by an individual nominated by the Nominating Committee who fulfills criteria that may be specified by the Nominating Committee or the Board.

2.4 Election.

2.4.1. Trustees shall be elected by the Board at every annual meeting, when there will be an expiring Class of directors, from a slate of nominees recommended by the Nominating Committee. Despite the expiration of a Trustee's term, the Trustee continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of Trustees.

2.5 Board Vacancies.

2.5.1. A Board vacancy or vacancies shall be deemed to exist if any Trustee dies, resigns, or is removed, or if the authorized number of Trustees is increased.

2.5.2. The Board may declare vacant the office of any Trustee who has been convicted of a felony, or has been found to have breached any duty arising under Louisiana Law or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend three (3) or more meetings of the Board of Trustees in any calendar year.

2.5.3. Any or all of the Trustees may be removed with or without cause by a vote of at least two-thirds (2/3) of the Trustees then serving at any special meeting of the Board called for that purpose.

2.5.4. A vacancy on the Board shall be filled in the manner of selection as prescribed in this Article IV, Section 4.5. Notwithstanding, until such time a Trustee is elected and qualified to fill a vacancy, a vacancy may be filled by a majority vote of the remaining Trustees at a Board meeting, although less than a quorum. Each Trustee so elected shall hold office until a successor

has been elected and qualified. Any vacancy shall be filled only for the remainder of the term of the Trustee whose seat is vacant.

2.5.5. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.

2.6 Resignation. Subsequent to the adoption of these By-Laws, any Trustee may resign at any time by notifying the Board President or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

2.7 Compensation. Trustees shall not receive any salaries or fees for their services as Trustees, and shall be further prohibited from serving the Foundation in any other capacity or providing goods and services and receiving compensation therefore. To the extent permitted by law, Trustees may be reimbursed for ordinary and necessary expenses they may incur in transacting business on behalf of the Foundation, but only after securing written approval from the President of the Board prior to incurring such expenses.

2.8 Indemnification of Trustees. The Trustees shall be indemnified to the fullest extent permitted by law, and as provided the Articles of Incorporation.

ARTICLE III: Officers of the Foundation

3.1 Officers. The Officers of the Foundation shall include a President, Vice President, Secretary and Treasurer, and other officers so created by a vote of at least two-thirds (2/3) of the Trustees then serving. The Foundation may also have, at the discretion of the Board of Trustees, such other Officers as may be appointed by the Board of Trustees.

3.2 Election. The Board of Trustees shall elect the Officers annually. Each officer shall hold office until he or she resigns, is removed, or otherwise is disqualified to serve, or until his or her successor is elected. All officers, except the office of president may serve consecutive terms. The president may serve no more than two consecutive terms. The president upon approval of the two thirds (2/3) of the trustees may seek election to a third consecutive term. In electing officers, the Board may seek recommendations from the Nominating Committee. Vacancies (due to removal, resignation, disqualification, death, or otherwise) may be filled for the unexpired portion of the term, or new offices created and filled, at any meeting of the Board of Trustees, by majority vote of the Board of Trustees.

3.3 Resignation and Removal. Any Officer may resign his or her office at any time by notifying the President or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. An Officer may be removed with or without cause by a vote of at least two-thirds (2/3) of the Trustees then serving at any special meeting of the Board called for that purpose.

3.4 President. It shall be the duty of the President of the Foundation to preside at all meetings of the Board, to name the members of all standing and special committees of the Board, and to fill all vacancies in the membership of such committees, in accordance with the provisions of these By-laws.

3.5 Vice President. It shall be the duty of the Vice President of the Foundation to preside at all meetings of the Board in the absence of the President and shall perform such other duties as may be prescribed by the Board.

3.6 Secretary. The Secretary of the Foundation shall serve as custodian of the Board's records. Copies of all minutes, papers, and documents of the Board may be certified to be true and correct copies thereof by the Secretary of the Foundation or legal counsel if serving as Secretary of the Meeting. The Secretary shall perform such other duties as may be prescribed by the Board.

3.7 Treasurer. The Treasurer shall assure that a true and accurate accounting of the financial transactions of the Board is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

ARTICLE IV: Board Committees

4.1 Committees. The Board of Trustees may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Foundation. Any such committee shall not be authorized to act on behalf of the Foundation, except as specifically authorized by a majority vote of the Board of Trustees, but shall serve solely in an advisory capacity in making such recommendations to the Board of Trustees that it concludes are desirable or expedient.

4.2 Nominating Committee. The Board may have as a standing committee, a Nominating Committee, consisting of no less than two (2) Trustees. Non-Trustees may serve on the Nominating Committee in addition to the two Trustees members. The Nominating Committee shall be responsible for reviewing the applicants for appointment to the Board of Trustees and making recommendations of appointment to the Board of Trustees for vote by the Board of Trustees.

4.3 Appointment and Term of Committees. The President of the Board shall appoint members of all committees. The term of committee appointees shall run concurrently with that of the President of the Board. Vacancies occurring among the members of any committees, however arising, shall be filled by appointment of the President of the Board for the remainder of the term.

ARTICLE V: Meetings of the Board

5.1 Annual, Regular, Special Meetings and Committee Meetings. All annual, regular, special and committee meetings of the Board of Trustees shall be held in accordance with La. R.S. 42: 11, *et. seq.*

5.2 Regular Meetings. Beginning with the 2013-2014 School Year, the Board shall attempt to meet monthly, but in no case less than ten (10) times per year at a meeting location to be determined by the President of the Board.

5.3 Special Meetings. A special meeting of the Board may be called at the discretion of the President of the Board and shall be called by the President of the Board upon receipt of a written request signed by two (2) or more Trustees of the Board specifying the purpose of the desired meeting. Notification shall be sent by mail or wire to each member of the Board at least five (5) calendar days before the time of the meeting.

5.4 Quorum. A majority of the authorized Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Not less than one-half (1/2) of the Trustees presently serving on any committee shall be necessary to constitute a quorum for the transaction of business at any such committee meeting, but in no event shall a quorum consist of fewer than three (3) Trustees. Any or all Trustees may participate in any meeting of the Board of Trustees or any committee of the Board.

5.5 Rules of Order. When not in conflict with any of the provisions of these By-laws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

5.6 Order of Business. The order of business for regular meetings of the Board may ordinarily be as follows:

- (1) Roll call
- (2) Approval of minutes
- (3) Old business
- (4) Reports and recommendations of committees
- (5) Reports and recommendations of Management
- (6) New business and Action Items
- (7) Remarks from Trustees
- (8) Adjournment

5.7 Open Meetings. At such time as the Board of Trustees shall be compelled by charter law, or other applicable law, to comply with the requirements of La. R.S. 42:11 *et. seq* (Open Meetings Law), all regular meetings of the Board shall be open except when otherwise ordered by the Board for the consideration of executive matters as prescribed by law in La. R.S. 42:16, *et seq*. No final or binding action shall be taken in a closed or executive session. The President of the Foundation shall prepare and forward to each member of the Board a tentative agenda for the meeting. At his or her discretion, the President of the Foundation may place a particular item or subject on the agenda upon the request of any member of the Board. Additionally, if 72 hours prior to a scheduled meeting, a majority of the Board concurs that a particular item or subject should be placed on the Board's agenda as determined by a poll conducted by the President, the item or subject shall be placed on the agenda. All matters requiring action of the Board, however, may be acted on even though not carried on the agenda, if agreed upon by 2/3 of the Board members present. The Board of Trustees will adopt a Public Comment policy consistent with LSA R.S. 42:15

5.9 Minutes. The minutes of the meetings of the Board shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report and pertinent discussion. In all cases when the action is not by a unanimous vote, the "ayes", "nays", and abstentions of the individual members shall be recorded upon the request of any member of the Board. The minutes of the Board become official only when completed by the Secretary of the Meeting and approved by the Board.

ARTICLE VI: Miscellaneous

6.1 Tax Returns and Financial Statements. The Foundation shall file timely its annual federal income tax as required by the tax regulations and instructions.

6.2 Execution of Documents. The Board of Trustees may authorize any Officer or Officers, agent or agents, Trustee or Trustees, to enter into any contract or execute any instrument in the name of, and on behalf of, the Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Trustees, no Officer, agent, Trustee, or other person shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. Notwithstanding the foregoing, the Foundation shall not enter into any contract for comprehensive school management or operation services ("Service Agreement") without first submitting such Service Agreement to the State Board of Elementary and Secondary Education for review and approval.

6.3 Compliance Public Records Law. The Foundation shall comply with all aspects of the Louisiana Public Records Law, La. R.S. 44:1, *et seq.*

6.4 Inspection of By-Laws. The Foundation shall keep in its principal office (once established) and official website the original or a copy of these By-Laws, as amended or

otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Board of Trustees at all reasonable times during office hours.

6.5 Fiscal Year. The Fiscal Year of the Foundation shall begin on July 1 and end on June 30, unless otherwise determined by the Board.

6.6 Accountant and Legal Counsel. The Foundation shall have the right to have an accountant and legal counsel.

6.7 Policies and Procedures. Any action by the Board establishing policy or methods of procedure-administrative, business, academic or otherwise not contained in these By-laws shall be known as "Policies and Procedures of the Board".

6.8 Policies and Procedures of the Board may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with law.

6.9 Conflicts of Interest Policy. In compliance with the Louisiana Code of Governmental Ethics, La. RS. 42:1101, *et seq.*, the Board shall operate in compliance with its adopted "Ethics and Conflict of Interest Policy."

6.10 Nondiscrimination. The Foundation and any school operated by the Foundation shall extend to students of any race, color, national or ethnic origin all rights, privileges, programs and activities generally accorded or made available to students at the school. It shall not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarship or loan programs, athletics or other school-administered programs.

ARTICLE IX: Articles of Incorporation and By Laws

9.1 Adoption. The Articles of Incorporation or these By-Laws may be adopted by a majority vote of the Trustees.

9.2 Alteration, Amendment, or Repeal. The Articles of Incorporation may be altered, amended, or repealed by the vote of a two-thirds (2/3) majority of the Trustees. The By-Laws may be altered, amended or repealed by the vote of a majority of the Trustees.

ADOPTED this 29th day of September, 2012.

I certify that the foregoing By-Laws of Lafayette Charter Foundation, Inc. were approved and adopted by and on behalf of the Foundation by its Board of Trustees on September 29, 2012 and are currently in effect.

Secretary

10 October 2012
Date