

## AMENDED AND RESTATED BY-LAWS

### OF

## UNIVERSITY CHARTER SCHOOL

### ARTICLE I. NAME, OFFICES AND SEAL OF THE CORPORATION

**Section 1.01: Name.** The name of the Corporation is University Charter School (the "Corporation").

**Section 1.02: Principal Office.** The principal office of the Corporation shall be located in the County of Sumter, State of Alabama.

**Section 1.02: Registered Office.** The registered office of the Corporation, as required by the Alabama Business and Nonprofit Entities Code to be maintained in the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors. The initial registered office of the Corporation shall be located at 101 Council Row, Livingston, Alabama 35470, as shown in the Certificate of Formation, or at such location as may be shown in a subsequent resolution of the Board of Directors filed with the Alabama Secretary of State. It may have such other offices as the Board of Directors may determine, from time to time. **Section 1.03: Seal.** The Corporation may have a corporate seal of a design and form approved by the Board of Directors.

### ARTICLE II. PURPOSE AND STRUCTURE

**Section 2.01: Purpose.** The purpose for which the Corporation is organized is exclusively for charitable, educational, religious, or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section to any future tax code. Accordingly, the corporation shall transact any or all lawful business for which a non-profit corporation may be organized under the laws of the State of Alabama, including but not limited to:

- (a) To apply for, form and establish a Start-Up Public Charter School to improve public education in west Alabama, by developing a coalition of citizens, public officials and interested parties;
- (b) To provide a tax-exempt vehicle for the receipt of gifts and grants to benefit the corporation's programs and goals.

The Corporation shall be vested with all powers necessary to accomplish its purposes, as more particularly delineated in Alabama Code §§ 10A-1-2.11, et seq. and 10A-3-2.41, et seq., as last amended.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 3.01: Members.** This Corporation will have no members. All corporate actions will be approved by the Board of Directors as provided in these bylaws and in accordance with Alabama law. All rights which would otherwise rest with members of the Corporation will rest with the Board.

**Section 3.02: General Powers.** The powers of the Corporation shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be managed under the direction of, the Board of Directors and, subject to such restrictions, if any, as may be imposed by law, the Articles of Formation or by these Bylaws, the Board of Directors may, and are fully authorized to, do all such lawful acts and things as may be done by the Corporation.

**Section 3.03: Property.** No Director shall have any right, title or interest in or to the property of the Corporation.

**Section 3.04: Qualifications of Directors.** The affairs of the Corporation shall be governed by a Board of Directors composed of the number of members as determined under the Certificate of Formation and these Bylaws. Directors shall be natural persons who are 18 years of age or older, but need not be residents of the State of Alabama. The Directors shall possess an interest in promoting the purposes of the Corporation.

**Section 3.05: Composition of Board of Directors.** The Board of Directors shall consist of no less than three (3) nor more than eleven (11) Directors and an Ex Officio non-voting Director who shall be the Dean of the College of Education of The University of West Alabama. At least twenty (20%) percent of the directors shall be parents of the public charter school(s)

operated by the Corporation. The number of directors may be increased or decreased to any odd number (not less than three (3) nor more than eleven (11)), by majority vote of the Directors. The Board of Directors may choose to elect up to three (3) Emeritus Board Members at any given time. Emeritus Board Members must be former Board members still actively involved with the Corporation who can attend meetings to provide insight and guidance, however they shall be non-voting members of the Board. When making appointments and filling vacancies to the Board of Directors, it shall be a goal of the Board to ensure that the membership of the board is inclusive and reflects the racial, gender, geographic, urban/rural/, and economic diversity of the region and state while ensuring the integrity of the Board. Members of the Board of Directors shall sign a confidentiality agreement approved by the Board upon being voted onto and accepting appointment to the Board.

**Section 3.06: Term of Office.** Directors shall serve three-year (3) staggered terms with no more than one half (1/2) of the Board being elected each year. The initial Board of Directors and the length of the term each will serve will be designated in the initial minutes of the Board of Directors. All terms shall expire on the earlier of June 30 of the year in which the Director's term expires, his/her resignation, removal from office or death or until a successor is selected by a majority of the Board of Directors. Directors shall be able to serve no more than three (3) consecutive three (3) year terms. A Director who has served three (3) consecutive terms may be elected again upon completion of a one (1) year absence from the Board. Emeritus Board Members may be a Director who is completing his/her required one (1) year absence.

**Section 3.07: Procedures of Nomination and Election of Directors.** Whenever it shall be required to nominate and elect members of the Board of Directors, the President of the Board shall appoint a Nominating Committee. This committee shall be composed of three (3) incumbent Directors. This committee shall request input from the community and parents prior to submitting its nomination(s) to the Corporation. In addition to candidates proposed by the Nominating Committee, nominations shall be taken from the floor. The names of all persons so nominated shall be submitted to the Board of Directors, which shall select the person or persons to serve as such Directors from those nominated.

**Section 3.08: Vacancies.** Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected and confirmed shall be a Director until the expiration of the term of office of the predecessor whose vacancy such

Director was elected to fill. 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 3.09: Removal of Directors.** Any Director may be removed for good cause by a two-thirds (2/3) vote of the other Directors at any regular or special meeting at which a quorum is present. Reasons constituting good cause include, but are not limited to, nonfeasance, misfeasance or malfeasance, actions which bring discredit on the Corporation, neglect of responsibility to the Board or absenteeism from scheduled Board meetings (missing at least three (3) consecutive regular Board meetings).

**Section 3.10: Resignation.** Any Director may resign by giving written notice to the Board of Directors directed to the President with such resignation to be effective at the time stated in such notice.

**Section 3.11: Meetings.** Meetings of the Board shall be held at a location in Sumter County, Alabama at a time convenient for partners to attend. Such meeting, location and time shall be set forth in the notice calling such meeting. If no location of a meeting is so specified, the meeting shall be held at the principal office of the Corporation. A meeting of the Board at which a quorum is present may be adjourned by a majority of the Directors present to reconvene at a specific time and place in Sumter County, Alabama. It shall not be necessary to give notice of the reconvened meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at a meeting which was adjourned.

**Section 3.12: Annual Organizational Meeting.** The Board of Directors shall hold an annual organizational meeting in June of each year on such date as may be determined by the Board of Directors. The purpose of such meeting shall be to elect officers for the year to take office on July 1, to elect Directors, to form necessary committees of the Board of Directors and determine the composition of such committees, and to set goals and policies.

**Section 3.13: Annual Budget Meetings.** The Board of Directors shall hold an annual budget meeting by August of each year, to plan for the upcoming year, on such date as may be determined by the Board of Directors. The purpose of such meeting shall be to determine a budget for the following fiscal year.

**Section 3.14: Regular Meetings.** The Corporation shall hold regular meetings, which may be held at such time and place as shall be determined

from time to time, by a majority of the Directors. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board. Notice of regular meetings of the Board of Directors shall be necessary and notice shall be given to the public at least twenty-four (24) hours prior to the meeting.

**Section 3.15: Special Meetings.** A special meeting may be called by the President in office at that time or any three Directors. Unless waived, notice of the date, time, place and purpose of any special meeting of the Board shall be given by the Secretary at least twenty-four (24) hours before such meeting..

**Section 3.16: Waiver of Notice.** A written waiver of notice signed by a Director, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice of such meeting, except when the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 3.17: Quorum.** At all meetings of the Board of Directors, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present shall adjourn the meeting.

**Section 3.18: Action By Board.** Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at the meeting at which a quorum is present shall be an act of the Board.

**Section 3.19: Compensation.** No Director of the Corporation shall receive any compensation; provided, however, upon approval of the Board, a Director may be reimbursed necessary and reasonable expenses incurred by such Director in conducting the business of the Corporation.

## **ARTICLE IV. OFFICERS**

**Section 4.01: Designation.** The principal officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer and such other officers as may be determined by the Board, each of whom shall be from among the Board. No two offices may be held by the same person.

**Section 4.02: Election of Officers and Vacancies.** The President, Vice President, Secretary, and Treasurer shall be elected annually by the Board. Officers of the Corporation shall be elected by the Board of Directors at its annual meeting, and unless sooner removed by the Board, shall serve for a term of one (1) year and until their successors are elected and shall qualify. Any vacancies occurring in any office for any reason shall be filled by the Board at a regular or special meeting. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers. Officers may be elected to successive terms of office. The Directors may appoint such other officers whenever such action is deemed by the Board to be in the best interest of the Corporation.

**Section 4.03: Removal.** Any Officer elected by the Board may be removed from office by an affirmative vote of two-thirds (2/3) of the Directors present at any regular or special meeting at which a quorum is present whenever such action is deemed by the Board to be in the best interest of the Corporation. An officer may be removed either with or without cause whenever, in its judgment, the best interest of the Corporation will be served thereby. The successor to the removed officer shall be elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

**Section 4.04: President.** The President shall be the Chief Executive Officer of the Corporation. The President shall run the day-to-day affairs of the Corporation, preside at all meetings of the Board of Directors, and shall have the general powers and duties which are usually vested in the office of the president of a corporation, including the power to appoint committees from time to time as in the exercise of discretion the President may deem appropriate to assist in the conduct of the affairs of the Corporation. The President shall also preside at the annual budget meeting and perform such other duties as may be required of him or her by the Board and those that are incident to his or her office.

**Section 4.05: Vice President.** There shall be one or more Vice Presidents as the Board of Directors shall from time to time determine. In the absence or disability of the President, the Vice President next in order shall possess all powers and shall perform such other duties of the office of the President. The Vice Presidents shall also perform such other duties as shall be prescribed by the Board of Directors.

**Section 4.06: Secretary.** The Secretary shall issue notices for all meetings of the members of the Board, keep the minutes of all meetings of the Board

of Directors and of the Executive Committee, and shall make such reports to the Board as they request and shall perform such other duties as may be incident to the office of Secretary. The Secretary shall have custody of such books and records of the Corporation as the Board of Directors may provide and shall perform the duties and functions customarily performed by the secretary of a corporation together with such other duties as the Board of Directors may prescribe.

**Section 4.07: Treasurer.** The Treasurer shall have charge and custody of and be responsible for all monies and funds of the Corporation, subject to such joint control and joint signature requirements as the Board may from time to time specify. The Treasurer shall also keep complete and accurate records and accounts in books belonging to the Corporation, shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers for monies due and payable to the Corporation from any source whatsoever, and he or she shall deposit, in the name of the Corporation, all of the monies of the Corporation that shall come into his or her hands in such banks, trust companies, or other depositories as shall be selected, and in general perform all the duties incident to the office of Treasurer, and such other duties as from time to time maybe assigned to the Treasurer by the Board of Directors. The Treasurer shall also make a full report of the financial condition of the Corporation for the annual meetings of the Board and shall make such other reports and perform such other duties as may be required by him or her by the Board. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 4.08: Executive Director.** The Board of Directors may elect to hire, employ or contract with a Head of School to perform such duties as the Board may elect to delegate to the Head of School, which duties may include management, administration and operation of the Corporation, and its policies and directives, under the general supervision of the President of the Corporation. The Head of School shall not be from among the Board.

**Section 4.09: Personnel.** The Board of Directors may hire or contract with such other personnel as it may deem necessary to accomplish the objectives of the Corporation.

## **ARTICLE V. COMMITTEES**

**Section 5.01: Committees.** The Board of Directors may act by and through committees appointed by the President or approved by a majority of the Board of Directors. The duties and responsibilities will be designated by the Board and each such committee will be subject to the direction of the President of the Board.

**Section 5.02: Advisory Council.** An Advisory Council may be created whose members shall be appointed by the President but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall sign a confidentiality agreement approved by the Board upon being voted onto and accepting appointment to the Advisory Council. The Board of Directors may appoint a Director to serve as its liaison to the Advisory Council.

## **ARTICLE VI. FISCAL MANAGEMENT**

**Section 6.01: Fiscal Year.** The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of October and end on the 30<sup>th</sup> day of September of each year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

**Section 6.02: Executive of Corporate Documents.** With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice President and attested by the Secretary. 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 Executive Director, Chief School Finance Officer, or an authorized Board of Director signor. Two signatures are required for each check issued over \$10,000. 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 6.03: Fiscal Agents.** The Corporation may designate such fiscal agents, investment advisors and custodians of funds or assets as the Board may select by resolution. The Board may at any time, with or without cause,

discontinue the use of the services of any such fiscal agent, investment advisor or custodian of funds or assets.

**Section 6.04: Books and Records.** The Corporation will keep:

- a) Records of all proceedings of the Board of Directors and committees; and
- b) All financial statements of the Corporation; and Articles of Incorporation and by-laws of the Corporation and all amendments and restatements; and
- c) Other records and books of account necessary and appropriate to the conduct of the corporate business and in accordance with Alabama's public records laws.

**Section 6.05: Audit and Publication.** The records and books of account of the Corporation will be audited in such a manner as may be deemed necessary or appropriate. The Board will make such inquiry into the condition of all trusts and funds held by any trustee, agent or custodian for the benefit of the Corporation as it may deem appropriate.

**Section 6.06: Bond.** The Corporation will obtain a bond on such people and in such amounts as may from time to time be deemed necessary.

**Section 6.07: No Self-Dealing.** Neither the Corporation, nor its Directors will engage in any act which would constitute "self-dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986.

**Section 6.08: No Jeopardy Investment.** The Corporation will assure that no funds, whether owned by the Corporation or vested in a trust for the benefit of the Corporation, are invested or reinvested in such a manner that jeopardizes the carrying out of its purposes for which this Corporation is organized.

**Section 6.09: Expenditure Responsibility.** Through its Board of Directors the Corporation will exercise "expenditure responsibility", as defined in Section 4945 (h)(1) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, with respect to all grants and distributions.

**Section 6.10: Reasonable Return.** The Board of Directors will take steps to assure that each Director, officer, agent or custodian of the trusts, assets or funds that are a component part of this Corporation, administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Directors) return of net income.

**Section 6.11: Indemnification.**

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former directors and officers against all expenses incurred by them and each of them, including but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the Corporation, whether or not any action or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is brought by or in the right of the Corporation or by any other person. Whenever such director or officer shall report to the president of the Corporation or to the Board of Directors that he or she has incurred or may incur expenses, including but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director or officer of the Corporation, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein. Provided, however, that the Corporation shall have the right to refuse indemnification in any instance in which the Board of Directors determines in good faith that such person did act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved. Furthermore, the Corporation shall have the right to refuse indemnification

in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action. If the Board of Directors should in good faith deny indemnity to a current or former director or officer and if a court of competent jurisdiction or proper adjudicatory body should later find that such person did **not** act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved, then the Board shall, upon such person's application, reimburse the officer or director for all reasonable costs of defense, to include reasonable attorney's fees.

## **ARTICLE VII. FIDUCIARY RESPONSIBILITY**

**Section 7.01: Fiduciary Responsibility.** It shall be the policy of this Corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds held or administered by the Corporation. All members of the Board of Directors shall be subject to Alabama's Ethics Laws.

## **ARTICLE VIII. AMENDMENT**

**Section 8.01: Amendment.** These by-laws may be amended, altered or repealed in whole or in part at any regular or special meeting of the Board of Directors at which a quorum is present by a two-thirds ( $2/3$ ) vote of the Board; provided that if such amendment is made at a special meeting, the call therefore shall set forth the proposed amendment.

**Restated and Amended** on this 27<sup>th</sup> day of June 2019.



---

President, University Charter School Board of Directors