

**BYLAWS**  
**FOR**  
**FAMILY FOUNDATIONS ACADEMY, INC.**  
**Amended and Restated as of February 10, 2015**

**ARTICLE I**

**General Provisions**

- 1.1 Charter The name of the Corporation shall be Family Foundations Academy, Inc. (the "Academy").
- 1.2 Purpose The purposes for which the Academy is organized are for all the purposes as specified in the Delaware Charter School Code, Title 14, Chapter 5, including "governing" a public charter school without tuition and for educating children in primary grade levels. Admission to the Academy will not be denied on the basis of race, color, religion, creed, sex, or national origin.
- 1.3 Location The principal office of the Academy in the State of Delaware shall be located in the County of New Castle.
- 1.4 Fiscal Year The fiscal year for the Academy shall be July 1 — June 30.
- 1.5 Seal The common seal shall have inscribed thereon Family Foundations Academy, Inc. the state of incorporation, and date of incorporation. The seal may be used by causing it or a facsimile to be imprinted, affixed, reproduced, or otherwise.

**ARTICLE II**

**Members**

- 2.1 Annual Meeting An annual meeting of the Members for the consideration of the annual review and appraisal applicable to charter schools in the State of Delaware and for the transaction of such other business as may properly come before the meeting, shall be held at such place within Delaware and shall be held on any weekday which is not a holiday as shall be designated by the Operating Board (the "Board") and stated in the notice of the meeting.
- 2.2 Notice of Meetings Written notice of the place, date and time of all meetings of the Members shall be given, not less than ten nor more than sixty days before the date on which the meeting is to be held, to each Member entitled to attend such meeting, except as otherwise provided herein or required by law.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more

than thirty days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

2.3 Quorum At any meeting of the Members, Members constituting 5% of all of the Members entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law.

If a quorum shall fail to attend any meeting, the Chairman of the meeting or a majority of the Members entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place within or without Delaware, date, or time.

2.4 Organization The President of the Board or, in the absence of such President, such person as may be chosen by the Board, shall call to order any meeting of the Members and act as Chairman of the meeting. In the absence of the Secretary of the Academy, the Secretary of the meeting shall be such person as the Chairman of the meeting appoints.

2.5 Conduct of Business The Chairman of any meeting of Members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him or her in order.

2.6 Proxies and Voting At any meeting of the Members, every Member entitled to vote may vote in person or by proxy authorized by an instrument in writing filed in accordance with the procedure established for the meeting.

Each Member shall have one vote by virtue of having a blood-related or legally-adopted child enrolled as a full-time student in the Academy which Membership Interest is registered in such Member's name on the record date for the meeting, except as otherwise provided in or required by law. Members shall have only one (1) vote per family irrespective of the number of students such family has enrolled at the Academy.

All voting, but excepting where otherwise required by law, may be by a voice vote; provided, however, that upon demand of the Board, a Membership vote shall be taken. Every Membership vote shall be taken by ballots, each of which shall state the name of the Member or proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the Chairman of the meeting.

No proxy shall be voted on or after three (3) years from its date, unless the proxy provides for a longer period.

All matters considered by the Members shall be determined by a majority of the votes cast.

2.7 Membership List A complete list of Members entitled to vote at any meeting of Members, arranged in alphabetical order and showing the address of each such Member and the student's (or students') name(s) as applicable to such Member, shall be open to the examination of

any such Member, for any purpose germane to the meeting, during ordinary business hours for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held.

The Membership list shall also be kept at the place of the meeting during the whole time thereof and shall be open to the examination of any such Member who is present. This list shall presumptively determine the identity of the Members entitled to vote at the meeting.

### ARTICLE III

#### Operating Board

3.1 Powers The Family Foundations Academy's business is restricted to the opening and operation of charter schools, before school programs, after school programs and educationally related programs offered outside of the traditional school year. The Operating Board, as the governing body, shall oversee the affairs of the Academy and shall exercise all of the powers of the Academy, except otherwise provided by law, the Charter, or by these Bylaws. The Board shall be comprised of various officer positions as the Board shall designate at each annual meeting thereof. The Board reserves to itself alone the power to:

- a. Purchase or sell real property of the Academy;
- b. Pledge, assign, and create liens on or security interests in the real or personal property of the Academy;
- c. Establish or modify investment policies;
- d. Appoint or remove the Academy Director(s);
- e. Delegate, from time to time, powers to the Academy Director(s) in accordance with these bylaws except as otherwise provided by law or the charter.

3.2.. Number and Election. The Board shall consist of such number of Directors, at least three (3) but not more than fifteen (15), as may be determined from time to time by resolution of the Board to ensure appropriate oversight of the organization's activities. The directors shall be elected at the annual meeting of the Board, upon nomination by the Governance Committee, except as provided in Section 3.4 of this Article, and each director elected shall hold office until such director's successor is elected and qualified.

3.3. Membership. The Board shall consist of at least one (1) person who is a parent or guardian of a student attending the Academy and at least one (1) person who is a teacher at the Academy. The teacher representative on the Board shall be a teacher nominated by the faculty of the Academy and shall count against the limit of members provided in Section 3.2 of this Article. The Director of the Academy shall be an *ex officio* non-voting member of the Board and shall not count against the limit of members provided in Section 3.2 of this Article. The Board may, by resolution, elect a student nominated by the Director of the Academy to be a non-voting member

of the Board and shall not count against the limit of members provided in Section 3.2 of this Article.

3.4 Term. Directors shall serve a term of three (3) years except in the case of the initial directors elected during the 2014-2015 school year who shall be elected for one, two or three year terms in order to create a staggered election system. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and taken office. Terms shall be staggered so that approximately one-third (1/3) of the Board shall stand for nomination and election each year to assure some continuity. Directors shall be limited to three consecutive terms of three years, plus any partial initial term of less than three years that any such director might serve but may return to office after a one year hiatus off the Board. Notwithstanding the foregoing, (i) the teacher representative on the Board selected pursuant to Section 2 of this Article shall serve a term of one (1) year, shall be limited to three consecutive terms of one year and in no event shall serve in that capacity after that person is no longer a teacher at the Academy.

3.5. Removal. A director, including a non-voting director, may be removed from office, with or without cause, by the majority vote of the remaining directors at any time.

3.6. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled by the Board.

3.7. Third Party Appointee Board Members Anything in these Bylaws to the contrary notwithstanding from time to time a third party may have the legal right, pursuant to valid contract with the Academy or other legal authority to appoint (without the necessity of being elected pursuant to the relevant requirements and procedures set forth in these Bylaws) a person or persons to membership on the Board. With respect to any such third party appointee member of the Board, the following provisions and limitations shall apply:

- a. Any such third party appointee Board member shall be a member without the power to vote. and any such third party appointee Board member may not be elected or otherwise serve as a Board officer.
- b. Any. such third party appointee Board member shall have no right or other power to nominate any person for membership on the Board or to nominate any then currently serving Board member for re-election to Board membership.
- c. Except on the majority vote of the Board, no third party appointee Board member may serve upon any standing or special committee of the Board.
- d. The term of membership on the Board of any such third party appointee Board member shall be as determined pursuant to the contract or other legal authority pursuant to which the Board member has been appointed and shall end without the need for any Board action at such time as and to the extent applicable, the contract with the Academy has been fulfilled and concluded or as specified pursuant to the applicable legal authority.

- e. Anything in this Section 3.6 to the contrary notwithstanding, the third party Appointee Board member may not be present during any meeting or portion of such meeting of the Board in which the sole purpose is to discuss the Academy's relationship with such third party.

## **ARTICLE IV**

### **Meetings of the Board**

- 4.1 Place of Meetings Regular meetings of the Operating Board of Family Foundations Academy shall be held monthly at a place as agreed upon by the Board at the first meeting.
- 4.2 Annual Meeting The annual meeting of the Board shall be held at the date, time and place as determined by the Board at the first meeting. At the annual meetings, the Board shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of members appears for an annual meeting of the Board, the holding of such meeting shall not be required in matters which might have been taken up at the annual meeting. Such matters may be taken up at any later regular, special or annual meeting.
- 4.3 Regular and Special Meetings Regular meetings of the Board shall be held at such times as the Board shall determine. Special meetings may be requested by any officer then in office.
- 4.4 Notices for Meetings Public notice of meetings shall be given as required by law. Notice of the date, time and place of all regular and special meetings of the Board shall be given to each Board member by the Secretary.
- 4.5 Quorum A majority of the voting members of the Board shall constitute a quorum. A lesser number may without further notice, adjourn the meeting to another time. At any meeting of the Board at which a quorum is present, the vote of a majority of those Board members entitled to vote and present shall decide any matter unless these Bylaws require a different vote.
- 4.6 Adjournment A quorum may adjourn any Board meeting to meet again at a stated place, date and hour. However, in the absence of a quorum, a majority of the voting Board members present at any regular or special Board meeting may adjourn from time to time until the fixed time for the next regular Board meeting.
- 4.7. FOIA Compliance. Notwithstanding anything to the contrary herein, meetings of the Board of Directors, including public notices thereof, and the activities of the Academy shall be conducted in accordance with the requirements of the Delaware Freedom of Information Act, Title 29, Delaware Code, Chapter 100.

## ARTICLE V

### Officers of the Board

5.1 Officers The Board shall have a President, a Vice-President, a Secretary and a Treasurer. One person may hold only one officer position. One person may hold more than one chairman position on any special or standing committees along with an officer position.

5.2 Subordinate Officers and Agents The Board may appoint such other officers and agents as the business of the Academy may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be provided in these Bylaws or as the Board may from time to time determine.

5.3 President The President shall preside at, and have a vote in, all Board meetings. The President shall be *ex-officio* a member of all the standing committees, if any, and shall have such other powers and duties as may be prescribed by the Board and these Bylaws.

5.4 Vice President In the event of the President's absence or disability, the Vice President shall perform all the duties of and shall be subject to all the restrictions upon the President. The Vice President shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed for him or her by the Board or these Bylaws.

5.5 Secretary The Secretary shall attend all Board meetings and shall keep or cause to be kept, in his or her custody or the principal or registered office of the Academy in the State of Delaware or such other place as the Board may order, a book recording the minutes of all Board meetings setting forth: the place, date, time and decisions made; whether regular or special, and if special, how authorized; the notice thereof given; the names of those present and absent at Board meetings: and the proceedings thereof.

The Secretary shall keep in safe custody the seal of the Academy and when authorized by the Board, affix the same or cause the same to be affixed to any instrument requiring it: when so affixed, the seal shall be attested by his or her signature or by the signature of the Treasurer. The Secretary shall perform such other duties and have such other authorities as are delegated to him or her by the Board.

The Secretary shall give or cause to be given notice of all Board meetings required by these Bylaws and by the Board.

The Secretary may delegate any of these duties to an appropriate employee or other officer of the Academy as may be approved by the Board.

5.6 Treasurer The Treasurer shall, subject to the direction of the Board, have the custody of the funds, securities and contracts belonging to the Family Foundations Academy and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Academy.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Academy with such depositaries as may be designated by the Board; shall disburse the funds of the Academy as may be ordered by the Board; shall render to the President and the Board,

whenever either requests it, an account of all of his or her transactions as Treasurer and of the financial condition of the Academy; and shall have such other powers and authority incident to the office of the Treasurer and shall perform such other duties as may be prescribed by the Board or these Bylaws.

The Treasurer may delegate any of these duties to an appropriate employee or other officer of the Academy as may be approved by the Board.

## ARTICLE VI

### Committees

6.1 Appointments and Duties The Board shall annually appoint standing and special committees as deemed necessary and delegate their membership, powers and duties. The Board members or the President acting under the authority of the Board may appoint such other committees as the Board may deem necessary.

6.2 Standing Committees Standing Committees of the Board may include but are not limited to the Executive Committee, Finance/Facilities Committee, Governance Committee, Human Resources and Audit Committee. Each committee shall hold office for one year or until a new committee is appointed.

6.3 The Executive Committee The Executive Committee shall consist of the President, Vice President, Treasurer, and the Secretary and the Academy Director *ex-officio*. The President shall be the Chairman of the Executive Committee. Between regular meetings of the Board, the Executive Committee, by majority vote, shall have the power to do all things deemed necessary by them for or conducive to the welfare of the Academy that are not delegated to other committees or officers nor contrary to the bylaws or votes of the Board or any applicable law; provided that the Executive Committee shall not have the power i) to amend the certificate of incorporation; ii) to amend, alter or repeal the Bylaws or adopt new bylaws; iii) to fill vacancies in or remove members of the Board or of any committee appointed by the Board; iv) to adopt a plan of merger or adopt a plan of consolidation with another Academy; v) to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Academy; vi) to authorize the voluntary dissolution of the Academy or revoke proceedings therefor; vii) to adopt a plan for the distribution of the assets of the Academy; or viii) to amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall report its actions at the next regularly scheduled meeting of the Board. The Executive Committee shall also be responsible for monitoring and evaluating the School's compliance with all laws and regulations as well as the performance of the Director of the Academy.

6.4 Academy Director The Academy Director shall be an *ex-officio* member of all standing and special committees.

## **ARTICLE VII**

### **Family Foundations Academy Director**

7.1 Selection The Academy Director shall be hired upon the approval of the Board. This individual will serve at the pleasure of the Board. An annual review of the Academy Director shall be conducted by the Board.

7.2 Duties The Academy Director shall carry out the day to day activities, responsibilities, and functions of the school. These responsibilities will be in accordance with the Department of Education guidelines and requirements and adhere to Charter School Law, guidelines, and regulations. The Academy Director shall give monthly summaries to the Board. The Academy Director shall be responsible for the following:

General management of academic and administrative operations:

- a. Directing the course of study and discipline to be observed;
- b. Assessment of student performance;
- c. Preparation / Submission of all required reporting to the State of Delaware;
- d. Preparation / Submission of an annual budget to the Board;
- e. Employ / Discharge all personnel, prescribing their term of office;
- f. Setting of personnel salaries within the limits established by the Board; and
- g. Conduct annual reviews of all personnel.

## **ARTICLE VIII**

### **Compensation**

No Board member or officer shall receive any compensation for services rendered as a Board member or officer of the Board.

## **ARTICLE IX**

### **Board Members Code of Conduct**

9.1 Representation Board members shall represent all Academy constituents honestly and equally, refusing to surrender his or her responsibilities to special interest or partisan political groups.

9.2 Impropriety Board members shall avoid any conflict of interest or the appearance of impropriety which could result from his or her position, and shall not use his or her membership for personal gain or publicity.



9.3 Authority Board members shall recognize that no Board member has legal authority as an individual and that decisions can only be made by a majority vote at a Board meeting.

9.4 Private Action Board members shall not take any private action that might compromise the Board or administration and shall respect the confidentiality of privileged information.

9.5 Board Decisions Board members shall abide by majority decisions of the Board while retaining the right to seek changes in such decisions through ethical and constructive channels.

9.6 Free Expression Board members shall encourage and respect the free expression of opinion by fellow Board members and others who seek a hearing before the Board.

9.7 Awareness Board members shall be involved and knowledgeable about not only local educational concerns, but also about state and national issues.

9.8 Board Goals Board members shall be encouraged to pursue the following goals:

- a. Development of educational programs which meet the individual needs of every student, regardless of ability, race, sex, creed or social standing.
- b. Development of procedures for the regular and systematic evaluation of programs, staff performance, and Board operations to ensure progress toward educational and fiscal goals.
- c. Development of effective Board policies which provide direction for the operation of the Academy and delegate authority to the school's leaders for their administration.
- d. Development of systematic communications which ensure that the Academy, administration, staff, students and community are fully informed and that the staff understands the community's aspirations for its school.
- e. Development of sound business practices which ensure that every dollar spent produces maximum benefits.

9.9 Employment No Board member may be employed by the Academy except for (i) the Academy Director, who serves as an *ex-officio* member of the Board or (ii) the faculty representative member of the Board required pursuant to 14 Del. C. §512(1).

## **ARTICLE X**

### **Execution of Instruments**

10.1 Bank Accounts Each bank account of the Academy shall be established and continued only by order of the Board.

10.2 Checks, Etc. All checks, drafts, and orders for the payment of money shall be signed in the name of the Academy in such manner and by such officers or agents as the Board shall

designate from time to time for that purpose. No check or other instrument for the payment of money to the Academy shall be endorsed otherwise than for deposit to the credit of the Academy. All checks of the Academy shall be drawn to the order of the payee.

10.3 Loans No loans shall be contracted on behalf of the Academy and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loan or advance to or overdraft or withdrawal by a member of the Board shall be made or permitted.

10.4 Contracts, Conveyances, Etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or Vice President and the Secretary or Treasurer may execute the same in the name and on behalf of the Academy and may affix the corporate seal thereto. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf on the Academy in more than one capacity.

Notwithstanding anything contained herein to the contrary, no officer, agent or employee of the Academy shall have the authority to disburse moneys or other property to other persons, to obligate the Academy to do or perform and act, to make any payments of money or property, or to execute any of the instruments described herein on behalf of the Academy other than in the ordinary course of business.

## **ARTICLE XI**

### **Miscellaneous**

11.1 Insurance. The Academy may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Academy, or is or was serving at the request of the Academy as a director, officer, employee, or agent of another 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 Academy would have the power to indemnify such person against such liability under the provisions of this Article XI or otherwise.

11.2 Code Section 4958. Notwithstanding anything in this Article IX to the contrary, the Academy shall be authorized to provide indemnification and advancement of expenses to any person who is or was serving as a director, officer, employee, or agent of the Corporation, or to any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of Another Enterprise only if and only to the extent that such indemnification or advancement of expenses will not result in the imposition of tax under Code Section 4958.

## **ARTICLE XII**

### **Amendments**

These Bylaws may be added to, altered, amended or repealed by an affirmative vote of a majority of the members of the Board at any regular or special meeting, if written notice of the proposed addition, alteration, amendment, or repeal shall have been given to each director at least three (3)

business days prior to the meeting. The Members of the Academy shall have no vote on any such amendment, alteration or repeal of the Academy's Bylaws.

This Board hereby established will govern according to Board structure and guidelines as set forth in these bylaws and Robert's Rules of Order (latest edition) to the extent the latter Rules of Order are not inconsistent with the Delaware General Corporation Law, the Academy's Restated Certificate of Incorporation and the Bylaws.