

Appendix A

AMENDED & RESTATED BY-LAWS

Kuumba Academy Charter School Inc.

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## NAME OF THE CORPORATIONS

The name of the Corporation is the  
Kuumba Academy Charter School Inc.

### Article II

## MISSION

The Kuumba Academy Charter School Inc., (taken from Kiswahili meaning creativity) is an independent charter school operated as a school district for the purpose of improving public education overall by creating an innovative learning environment. Counseling, nutritional and special education services are provided based upon the individual needs of the children and their families. Core academic concepts are taught using the arts, technology and the study of world culture. State of Delaware content and assessment standards are employed to measure academic progress. Parents are primary educators of children and teachers partner with parents to spur academic excellence and social development.

### Article III

## OFFICES

**Section I.** The registered office of the Corporation in the State of Delaware is located at 12<sup>th</sup> & Orange Street, Suite 600, One Commerce Center, Wilmington, Delaware, 19801, County of New Castle. The registered agent in charge thereof is Agent's and Corporations, Inc.

**Section II.** The Corporation may also have an office or offices, at such other place or places, as the Board of Directors may from time to time appoint or the business of the Corporation may require.

### Article IV

## THE CORPORATION

**Section 1.** The members of the Corporation shall be the directors thereof, so that they election or ex-officio appointment of a person as a director shall also continue such a person a member of the Corporation but no person shall continue to be a member of the Corporation after ceasing to be a director thereof. The Annual Meeting of members shall be held as provided in Article V, Section XI.

**Section 2.** This Corporation shall, to the full extent permitted by applicable law, without limitation, Section 145 of the Delaware General Corporation Law, as amended, indemnify all directors, officers, employees, agents and other persons who it may indemnify pursuant to Section 145. This Corporation shall be obliged to, maintain insurance at the Corporations expense, to insure the Corporation and any such indemnified person against such liability cost or expense.

**Section 3.** The corporation's seal shall inscribed thereon the name of the corporation, the year of its organization and the words "Incorporated", Delaware: Such seal may be used by causing it or a facsimile thereof to be impresses, affixed or reproduced.

## Article V

### BOARD OF DIRECTORS

**Section 1.** The Board of Directors shall conduct its meetings as if it were a “public body” as defined in 29 Del. Code § 10002(a) and according to the requirements of Chapter 100 of said Title 29 (the “Act”). In addition to the published notices required by the Act, notices of each meeting of the Board shall be forwarded to its members by any method which preserves proof of such notice.

**Section 2.** The powers of the Corporation and its business and affairs shall be vested in and managed by the Board of Directors of not less than 5 or more than 25 elected members. Directors shall be elected for a term of three years and shall take office the day following their election and unless otherwise terminated, shall serve until successors take office.

**Section 3.** Board members shall be elected for an initial term of two years with all privileges of Board membership, and will then be eligible to be re-elected to one additional one-year term. Two consecutive three-year terms may be served. After serving six consecutive years on the Board, a member can only be re-elected following a one-year period off the Board.

**Section 4.** The Nominating Committee will fill an unexpired term with a successor whose initial term will end at the next Annual Meeting. At this time the candidate will be eligible for election to the first three-year term.

**Section 5.** Any director may at any time resign by written resignation filed with the Secretary of the Corporation.

**Section 6.** Individuals in the work of the Corporation and desirous of giving the Corporation benefit of advisory services, shall be encouraged to attend, and have a voice in all the meetings of the Board and Committees, but shall not be entitled to vote. The Nominating Committee shall give special consideration to those persons for election to the Board of Directors.

**Section 7.** Regular meetings of the Board of Directors shall be held at least nine times each calendar year, at such time and place as from time to time be determined by the Board of Directors. At least ten days prior to all regular meetings of the Board of Directors written notice shall be conveyed by the Secretary to each director. The Board will comply with the Freedom of Information Act, 29 De. C. Chapter 100 in conducting business.

**Section 7.** Special meetings of the Board of Directors may be called with three or more days notice by the President and shall be called by the President or Secretary upon written request of three members of the Board.

**Section 9.** Written notice of any special meeting shall be made by the U.S. postal mail, electronic mail or telegram to the members of the Board if the meeting is scheduled a week or more in advance. If the meeting is called between three and seven days from the time of notice, documented telephone calls must be made to all the members of the Board. The business transacted at all special meetings of members shall be confined to the objects stated in the call.

**Section 10.** A quorum at any regular or special meeting shall consist of one-half of the directors then in office. Persons on official leave absence are not considered as part of the quorum.

**Section 11.** An Annual Meeting shall be held in June for the purpose of electing officers and Board Members, transacting other required business, and reporting to members the business and activities of the Corporation during the past year. An Annual Summary of the accomplishments and goals of the Corporation shall be developed by the Executive Committee and subcommittee to all members at the annual meeting.

**Section 12.** The Directors shall be required to attend regular meetings of the Board. Absence from three (3) consecutive regular meetings of the Board in any calendar year shall be deemed as a request to resign from the Board. The Board shall, at its next regular meeting after a director has been absent for the third consecutive time in any calendar year, advise the President whether to notify the director that his/her resignation has been accepted.

**Section 13.** Any Director may be removed with or without cause at any time by the affirmative vote of two-thirds of the whole Board.

## Article VI

### OFFICERS

**Section 1.** The officers of this Corporation shall consist of the following: President, Executive Vice President, Vice President of Curriculum and Admissions, Vice President of Finance, Vice President of Facilities, Vice President of Human Resources, Vice President of Resource Development, Treasurer, Secretary and such officers as the Board of Directors may from time to time determine. The Board of Directors shall accept nominations for each office at the regular meeting of the Board proceeding April 30, and at the Board meeting proceeding June 31, which shall be the Annual Board Meeting. The acceptance of nominations from the floor at the Annual Meeting shall not delay the election of said officers. The Annual Meeting of the members shall choose a President, Executive Vice President, Vice President – Curriculum and Admissions, Vice President – Finance, Vice President - Facilities, Vice President – Human Resources, Vice President – Resource Development, Treasurer, Secretary and such other officers as the Board of Directors deems necessary from their own number. The officers of the Corporation shall take office on the day following their election and shall hold office for the term of one year and may be re-elected for two additional one-year terms until successors are chosen and qualify in their stead. At the end/conclusion of the final term, an officer may not hold office for at least one year.

**Section 2.** Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board.

**Section 3.** If any office of the Corporation becomes vacant for any reason, the directors, by a majority vote may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurs.

**Section 4.** The Board must be represented by at least one parent of a child enrolled in Kuumba Academy. The Board must elect at least four teachers to serve as directors with all rights and privileges thereof. At least one of the teachers on the Kuumba Academy Board must be a certified teacher employed at Kuumba Academy.

**Section 5.** The President – Subject to the direction of the Board, the President shall be the Chief Executive Officer of the Corporation, preside at all meetings, and perform such other duties as from time to time may be assigned by the Board. The President shall serve as an ex-officio member of all committees except the Nomination Committee, the President may speak for the Corporation on any matter on which the Board has taken a position.

**Section 6.** Executive Vice President – The Executive Vice President shall have such power and perform such duties as shall be assigned by the Board or the President. In the absence or disability of the President, the duties of the office shall be performed by the Executive Vice President.

**Section 7.** Vice President of Curriculum Admissions – The Vice President of Curriculum & Admissions shall serve as the Chair of the Curriculum & Admissions Committee of the Corporation. The Vice President of Curriculum & Admissions shall also assist the Corporation in the development of a curriculum & admissions agenda and shall represent the Corporation at national, state and local meetings with a subject matter surrounding charter school curriculums & admissions policies designated by the Board of Directors or the President.

**Section 8. Vice President of Finance** – The Vice President of Finance shall serve as the Chair of the Finance Committee of the Corporation. The Vice President of Finance shall also assist the Corporation in the areas of payroll, DFMS, and vendor contract issues. The Vice President of Finance shall also assist the Corporation in developing of fiscal policies consistent with the goals outlined by the Board of Directors.

**Section 9. Vice President of Facilities** – The Vice President of Facilities shall serve as the Chair of the Facilities Committee of the Corporation. The Vice President of Facilities shall also assist the Corporation in the areas of long term maintenance and building systems (including such issues surrounding technology). The Vice President of Facilities shall assist the Board of Directors in developing a capital plan for the Corporation.

**Section 10. Vice President of Human Resources** – The Vice President of Human Resources shall serve as the Chair of the Human Resources Committee of the Corporation. The Vice President of Human Resources shall assist the Corporation in the areas of personnel evaluations, attendance and contracts and those issues surrounding hiring.

**Section 11. Vice President of Resource Development** – The Vice President of Resource Development shall serve as the Chair of the Resource Development Committee of the Corporation. The Vice President of Resource Development shall assist the Corporation in the area of fundraising.

**Section 12. The Treasurer** – the Treasurer shall review all receipts, funds and securities of the Corporation and shall perform all duties incident to the office of the Treasurer, subject to the control of the Board and the President. The Treasurer shall perform such duties as may from time to time be assigned by the Board or by the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum as Board may require.

**Section 13. The Secretary** – the Secretary shall keep the minutes of all proceedings of the Board and of the Executives Committee, in books provide for such purpose; shall have custody of such books and papers as the Board may direct, and shall in general perform all duties incident to the Officer of the Secretary, subject to control of the Board and the President; and shall perform such other duties as may be assigned to the Secretary by the President or by the Board.

**Section 14. Subordinate Officer** – the President, with the approval of the Board, may appoint such officers and agents, as the Board may deem necessary, who shall hold office at the pleasure of the Board, and who shall such authority and perform such duties as from time to time may be prescribed by the President with the approval of the Board.

## Article VII

### COMMITTEES

#### **Section 1. General Provisions**

- (a) The committees of the Corporation, other than the Executive Committee and the Nominating Committee, shall be headed by the Chairperson appointed by the President or designated by these By-laws, and such Chairperson shall have power to make rules for the governed of his/her Committee.
- (b) The members of each Committee, other than the Executive Committee and the Nominating Committee, shall be selected by its Chairperson, who shall advise the Board promptly of the composition of such Committees. All persons need not be Board members; however, a majority of each Committee will be made up of Board members.

- (c) Each Committee, other than the Executive and Nominating Committees, shall consist of such number as shall be selected by its Chairperson and, of that number; a majority shall constitute a quorum.
- (d) The Board shall have the power to revise or amend the decision of any Committee.
- (e) Each Committee shall have the power to adopt such rules as it shall deem proper and to establish, with the approval of the Executive Committee, subcommittees and to delegate to those subcommittees such parts of its duties and responsibilities, as it may desire.

**Section 2. Standing Committees** – the Standing Committees of the Corporation shall be the Curriculum & Admissions, Finance, Facilities, Human Resources and Resource Development Committees and following committees:

- (a) **Executive Committee** – The Executive Committee shall consist of four elected officers of the Corporation, the Chairperson of the Parent/Teacher Committee, and other Board members appointed by the President. The Executive Committee is authorized and empowered, between meetings of the Board of Directors to take any necessary action to carry out the purpose of the Corporation and the policies of the Board of Directors except as such power may be specifically limited by statute, the Act, the certificate of incorporation or these by-laws.
- (b) **Nominating Committee**
  - 1. The President shall appoint the Nominating Committee at the January Board Meeting.
  - 2. The Nominating Committee shall consist of no more than five persons whom three must be current Board members.
  - 3. A quorum shall be a majority of the members.
  - 4. The Nominating Committee shall:
    - (a) Make nominations for Board members and officers at the May meeting for election at the Annual Meeting in June.
    - (b) Make nominations for filling unexpired terms regardless of when or for what reason the vacancy occurred. Such nominations will be received by Board members one week prior to meeting at which election will be held.
  - 5. The Nominating Committee shall keep track of Board members' activities and attendance, and shall consult with the Executive Committee with respect to performance of first year Board members.
  - 6. The Nominating Committee shall keep track of various terms of the members.
  - 7. Nothing herein shall be construed as precluding nominations with consent of the nominee for the Directors from the floor by the member of the Board at a Board meeting at which election is to be held to fill Board vacancies or to elect officers.

## Article VIII

### Kuumba Academy Charter School Director

The Kuumba Academy School Director shall be selected by the Board and shall be compensated by the Board in amounts to be periodically reviewed. The Academy Director serves as the Head of the School and is responsible to the Board for the execution of policies to which the Corporation is committed, and shall be a voting member of the Board of Directors. The Academy Director shall keep informed about and abreast of developments and issues involving the purposes' of the Corporation as set forth in Article II of these by-laws and shall bring to the Board's attention such of these matters for policy decision as the Academic Director deems appropriate. The Academy Director may speak for the Corporation on any matter on which the Board has taken a position.

## Article IX

### FUNDS AND SECURITIES

**Section 1.** The Corporation shall be eligible for public funds pursuant to the procedures established by 14. Del. Code § 509 and as such shall be subject to the requirements of Chapter 5 and Chapter 15 of Title 14.

**Section 2.** The Board of Directors may authorize any officers in the name of and on behalf of the Corporation to enter into any contract or executive and deliver any instrument or to sign checks, drafts or other orders for the payment of money or notes or other evidence of indebtedness, and such may general or it may be confined to specific instances with two signatures or persons so empowered are necessary on checks. Unless authorized by the Board of Directors, no officer shall have power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or in any amount.

**Section 3.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories, or invested in such interest-bearing, securities of the United States government, or other interest-bearing investments as the Board of Directors may select or as may be selected by any officer or officers of the Corporation, may endorse, sign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation. No gifts or donations other than cash unrestricted as to use or disposition may be accepted by the Corporation except by the resolution of the Board Directors. Gifts of donated securities

**Section 4.** After the close of each fiscal year of the corporation, the financial transactions of the Corporation for the preceding fiscal year shall be audited by independent auditors as directed by the Board of Directors and a report of the audit shall be made to the Board of Directors.

**Section 5.** Reports and records of the Corporation relating to its financial condition shall be displayed publicly in accordance with 14 Del. Code §§ 509(k) and 1509. The Corporation shall produce an annual report in accordance with 14 Del. Code § 513. The Corporation shall provide access to financial information to the citizen budget oversight committee as required and in a form in compliance with 14 Del. Code § 1508.

## **Article X**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July in each year.

## **Article XI**

### **Amendments**

The Board shall have the power to make, amend and repeal the by-laws of the Corporation, by vote of a majority of the Directors present, at any regular or special meeting of the Board, provided that notice of the intention to make, amend or repeal at the next preceding meeting.

## **Article XII**

### **Governance of Meetings**

**Section 1.** All meetings will be governed by Roberts Rules of Order.

**Section 2.** The operation of the Corporation will be governed by standing rules as developed by the Board on an on-going basis.

**Section 3.** The Board of Directors shall periodically develop policies and procedures for the operation of the Corporation.

These amended & restated by-laws take effect April 29, 2013.