

**BYLAWS OF ACADEMIA ANTONIA ALONSO CHARTER SCHOOL
UNANIMOUSLY ADOPTED DECEMBER 7, 2011
AMENDED MARCH 15, 2012
FURTHER AMENDED JULY 25, 2018**

Table of Contents

ARTICLE I CORPORATION
ARTICLE II MISSION AND PURPOSE
ARTICLE III CORPORATE POWERS
ARTICLE IV BOARD OF DIRECTORS
ARTICLE V OFFICERS
ARTICLE VI COMMITTEES
**ARTICLE VII COMPENSATION AND CONTRACTS
WITH DIRECTORS AND OFFICERS**
ARTICLE IX AMENDMENTS TO BYLAWS
ARTICLE X DISTRIBUTION OF ASSETS UPON DISSOLUTION
ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND FUNDS
ARTICLE XII BOOKS AND RECORDS
ARTICLE XIII FISCAL YEAR
ARTICLE XIV SEAL
ARTICLE XV WAIVER OF NOTICE

ARTICLE I

CORPORATION

Section 1.1. Corporate Name. The name of the corporation shall be Academia Antonia Alonso Charter School, a Delaware non-stock, non-profit corporation.

ARTICLE II

MISSION AND PURPOSE

Section 2.1. Mission. At Academia Antonia Alonso, we are driven by our mission to inspire children to become joyful, confident, creative, bilingual learners, by providing our students with a strong biliterate academic and cultural foundation.

Section 2.2. Purpose. Academia Antonia Alonso Charter School will operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"), as it may be amended from time to time; provided, however, that, pursuant to 14 Del. Reg. 275 § 4.1.3.2, the corporation's business will be restricted to "the opening and operation of: Charter Schools, before school programs, after school programs and educationally related programs offered outside the traditional school year."

ARTICLE III

CORPORATE POWERS

Section 3.1. Academia Antonia Alonso Charter School shall have the power to take any action permitted by the Delaware General Corporation Law (the "Act"), the Articles of Incorporation, Section 501(c)(3) of the Code and these Corporate Bylaws, as they may be amended from time to time.

Section 3.2. All of the assets and the earnings of Academia Antonia Alonso Charter- School shall be used exclusively for scientific, educational or charitable purposes within the meaning of Section 501(c)(3) of Code, as set forth above, in the course of which operation:

- (a) No part of the net earnings of Academia Antonia Alonso Charter School shall inure to the benefit of, or be distributable to, its directors, officers, or any interested persons, except that Academia Antonia Alonso Charter School shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

- (b) No substantial part of the activities of Academia Antonia Alonso Charter School shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Academia Antonia Alonso Charter School shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Code;
- (c) Notwithstanding any other provisions contained herein, Academia Antonia Alonso Charter School shall not carry on any other activities not permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Code; and
- (d) In furtherance of the stated goals, objectives and purposes of Academia Antonia Alonso Charter School, the School shall not base any decision, determine the course of conduct or discriminate in any way on the basis of age, race, gender, religion, ethnicity, national origin, sexual orientation or political affiliations or beliefs, provided that Academia Antonia Alonso Charter School may conduct school classes for children of certain specified ages only.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. General Powers. The business and affairs of Academia Antonia Alonso Charter School shall be managed by the Board of Directors (the "Board"). Broadly defined, the focus of the Board shall be on adopting policies that govern the implementation of the organization's purposes and mission through approved programs and services, ensuring the availability of adequate resources for that purpose. This role is separate and distinct from the role of the Head of School, who determines the means of implementation. In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the corporation and do all acts that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws.1.

Section 4.2. Number and Election. The Board shall consist of at least five (5) but not more than nine (9) Directors, as may be determined from time to time by resolution of the Board to ensure appropriate oversight of the organization's activities. To reach the requisite number of Directors as determined by resolution of the Board an Annual Meeting shall be held for the purpose of electing officers and Board Members. Additionally, Directors may be elected to the Board upon nomination by the Nominating Committee and approval by the vote of a majority of the Directors present at a meeting.

Section 4.3. Membership. The Board shall include:

- (a) At least one (1) person who is a parent or guardian of an Academia Antonia Alonso Charter School student and at least one person who is a teacher at Academia Antonia Alonso Charter School both of who shall be non-voting members.
- (b) The Head of School who shall be a non-voting member of the Board and shall not count against the limit of members provided in Section 4.2.

Section 4.4. Term of Office. Contingent upon an annual performance evaluation, Directors may serve continuously at the pleasure of a majority of the Board.

Section 4.5. Resignation. Any Director may resign at any time by delivering a written resignation to the President of the Board. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 4.6. Vacancies. Vacancies in the Board may be filled by the remaining Directors at their discretion.

Section 4.7. Annual Meeting of the Board. The Annual Meeting of the Board for, among other purposes, the election of officers, shall be held, unless otherwise fixed by a quorum of the Board, on the fourth Wednesday of February. Written notice of the exact date, time and place of the Annual Meeting shall be sent by the Secretary to each Director at least two (2) weeks prior to the day of such meeting. The Annual Meeting shall be held for the transacting of required business and reporting to members the business and activities of Academia Antonia Alonso Charter School during the past year. An Annual Summary of the accomplishments and goals of Academia Antonia Alonso Charter School shall be developed by the Executive Committee and distributed to all members in advance of the annual meeting.

Section 4.8. Regular Meetings. 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. In addition to the published notices required by Chapter 100 of said Title 29, notices of each meeting of the Board shall be forwarded to its members by any method, which preserves proof of such notice.

The Directors shall be required to attend regular meetings of the Board. An unexcused 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.

The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. Any business may be transacted at any regularly called meeting of the Board at which a quorum is declared present. The Board

shall hold no less than one regular meeting each quarter, including the Annual Meeting. Any business may be transacted at any regular meeting of the Board.

Section 4.9. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three Directors.

Section 4.10. Notice of Meetings. Notice of all Board meetings, except as herein otherwise provided, shall be delivered, mailed or sent electronically to each Director's residence or usual place of business at least five days before the meeting, such notice may be waived by a Director. Each such notice shall state the general business to be transacted, the day, time and place of such a meeting, and, in the case of a special meeting, by whose request it was called.

Section 4.11. Quorum. A simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may be considered present if attending any meeting of the Board of Directors by way of video conferencing. If less than a simple majority of the Directors are present at a meeting, a majority of those Directors who are present may adjourn the meeting without further notice

Section 4.12. Voting. At all meetings of the Board, except as otherwise provided by law or by these Bylaws, all matters shall be decided by a majority of Directors present at the meeting

Section 4.13. Organization. The President of the Board shall serve as the Chief Executive Officer of Academia Antonia Alonso Charter School, preside at all meetings of the Board and perform such other duties as may be assigned by the Board so long as such powers and duties are not inconsistent with these Bylaws, as they may be amended from time to time by the Board. The Board shall elect the President of the Board each year at its annual meeting.

The Board shall elect a Vice President who shall possess the powers and discharge the duties of the President in the latter's absence or disability, and have such powers and duties not inconsistent with these Bylaws, as may be amended from time to time by the Board.

Section 4.14. Action by Unanimous Consent. Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent is given in writing, setting forth the action so taken, by all of the Board.

Section 4.15. Manner of Acting. Any act of the majority of Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation, the Act, or these Bylaws, as may be amended from time to time

Section 4.16. Removal of a Director. Any Director may be removed by a majority vote of the Directors at a duly constituted meeting whenever a Board member fails to fulfill his/her duties or if in the judgment of the Board the best interests of the School are served.

Section 4.17. Advisory Board. The Board may appoint an Advisory Board. The Advisory Board shall consist of that number of individuals (determined by the Board from time to time) whose experience, knowledge and expertise make their participation and guidance valuable to the Board's consideration.

Section 4.18. Conflicts. The Board anticipates that, from time to time, matters will come before it which raise conflicting interests for individual Directors. For example (but only one example), the Board may be asked to consider a contract between Academia Antonia Alonso Charter School and a third party entity whose board or officers include a Director of Academia Antonia Alonso Charter School. In such a case, the affected Director's obligation shall be to disclose his or her conflicting interest to the remaining Directors and to refrain from participating in the consideration and vote upon such matter.

Section 4.19. Members of the Corporation. The directors of Academia Antonia Alonso Charter School shall also be its members. All actions by the Board shall also be considered actions by its members.

ARTICLE V

OFFICERS

Section 5.1. Titles and Qualifications. The officers of Academia Antonia Alonso Charter School shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time designate. No two offices may be held by the same person.

Section 5.2. Election and Term of Office. The officers of Academia Antonia Alonso Charter School shall be elected each year by the Board at its regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New officers may be created and filled at any meeting of the Board after notice has been given to other Directors.

Each officer shall hold office until his/her successor shall have been duly elected and taken office; or until his/her death, resignation or removal in the matter hereinafter provided.

Section 5.3. Nominating Committee. Not less than one (1) month prior to the annual meeting of the Board, the President shall appoint, with the approval of the Board, a Nominating Committee which shall consist of not less than two Directors. The Nominating Committee shall nominate at least one candidate for each office to be filled on the Board. Members of the Nominating Committee are not eligible for nomination.

Section 5.4. Resignation. Any officer may resign at any time by delivering a written resignation to the President of the Board. The acceptance of any resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 5.5. Removal. Any officer elected by the Board may be removed by a majority vote of the Directors present at a duly constituted meeting whenever, in their judgment, the best interests of Academia Antonia Alonso Charter School would be served thereby.

Section 5.6. Vacancies. Any vacancy in an office shall be filled for the unexpired portion of the term by the Board.

Section 5.7. President.

(a) The President of the Board shall:

- i. serve as Chief Executive Officer of Academia Antonia Alonso Charter School and shall consult with the Head of School in achieving Academia Antonia Alonso Charter School's mission;
- ii. provide leadership to the Board in policy-making matters;
- iii. chair meetings of the Board or make arrangements for the Vice-President to do so;
- iv. appoint Chairs of committees and serve ex officio as a member of all committees, except the nominating committee, and attend their meetings when possible;
- v. help guide and mediate Board actions with respect to organizational priorities and governance concerns; monitor financial planning and financial reports; communicate with the Head of School and review with the Head of School any issues of concern to the Board;
- vi. play a leading role in fundraising activities;
- vii. develop and evaluate the performance of the Head of School and informally evaluate the effectiveness of Board members;
- viii. evaluate the performance of the organization in achieving its mission and make an annual report thereof to the Board; and
- ix. perform other responsibilities as may be assigned by the Board from time to time.

(b) In addition, the President may speak for Academia Antonia Alonso on any position for which the Board has taken a position.

Section 5.8. Vice President. The Vice President shall act under the direction of the President and in their absence or disability shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the President or the Board may from time to time prescribe.

Section 5.9. Treasurer. The Treasurer shall have charge and custody of all funds of the corporation. The Treasurer shall adopt established generally accepted reasonable accounting and fiscal procedures necessary to assure fiscal stability of the corporation and maintain or cause to have maintained an accurate accounting system and shall present financial reports to the Board in such manner and form as the Board may from time to time determine. The Treasurer shall have the primary oversight responsibility to monitor all financial transactions of the corporation and to ensure an annual financial audit by certified accountants. The Treasurer will work with appropriate Board members to designate audit and finance committees to maximize Board involvement in the area of financial oversight while avoiding duplication of tasks. The Treasurer shall also recommend to the Board bonding or other appropriate forms of insurance for staff and volunteers who handle monies for the corporation.

Section 5.10. 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 Office 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.

ARTICLE VI

COMMITTEES

Section 6.1. Standing Committees. The Standing Committees of Academia Antonia Alonso shall be the Executive Committee, Citizens Budget Oversight Committee (“CBOC”), Academic Committee, Finance Committee, Governance Committee, Personnel Committee, and the Strategic Growth and Development Committee.

Section 6.2. Executive Committee.

- (a) The Executive Committee shall, subject to the control and direction of the Board, have authority to act only during intervals between meetings of the Board. The Executive Committee shall have and may exercise the authority of the Board in the management of the ordinary business and affairs of Academia Antonia Alonso Charter School, consistent with the General Powers as defined in Article III, Section 1, except that the Executive Committee shall not have the authority of the Board in reference to:
 - i. amending the articles of incorporation;
 - ii. amending, altering or repealing the Bylaws or adopting new bylaws;

- iii. filling vacancies in or removing members of the Board or of any committee appointed by the Board;
- iv. adopting a plan of merger or adopting a plan of consolidation with another corporation;
- v. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of Academia Antonia Alonso Charter School;
- vi. authorizing the voluntary dissolution of Academia Antonia Alonso Charter School or revoking proceedings therefore;
- vii. adopting a plan for the distribution of the assets of Academia Antonia Alonso Charter School; or
- viii. amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

(b) The Executive Committee shall report its activities at each Board meeting.

Section 6.3. The Citizens Budget Oversight Committee. The Citizens Budget Oversight Committee (CBOC) is a group of parents, educators and community members that provides the public with transparency and an opportunity for oversight of the school's finances.

Section 6.4. The Academic Committee. The Academic Committee works with the school leader to ensure accountability regarding the school's commitment to instructional excellence, academic achievement and compliance with State of Delaware requirements. The Academic Committee supports the development and evaluation of annual strategic priorities and advocates with stakeholders around the importance of academics.

Section 6.5. The Finance Committee. The Finance Committee is led by the Treasurer to oversee the creation of the budget, monitor and report on the financial status and activities of the school, ensure the financial policies and practices are followed, and oversee investments.

Section 6.6. The Governance Committee. The Governance Committee helps the Board carry out its due diligence function related to the healthy development and operation of the Board and its adherence to its bylaws.

Section 6.7. The Personnel Committee. The Personnel Committee oversees and reviews the Employee Handbook and the school personnel policies to determine if they are up-to-date and consistent with the school's mission, federal and state legal requirements, and industry best practices.

Section 6.8. The Strategic Growth and Development Committee. The Strategic Growth and Development Committee supports the advancement of fund development strategies to supplement and augment the school's annual budget.

Section 6.9. Other Committees. The Board from time to time may establish other committees which shall have such duties and which shall consist of such a number of Directors as the Board may determine. Members of such committees shall be appointed by the President. Committee

members shall not be required to be Directors of Academia Antonia Alonso Charter School. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed on them by law.

Section 6.10. Term of Office. Each member of any committee established pursuant to these Bylaws shall serve until a successor is appointed, unless the committee shall be abolished, or until such member resigns. Any such committee may be abolished or any member removed, with or without cause, at any time by the Board.

Section 6.11. Vacancies. Vacancies on committees may be filled by the President.

Section 6.12. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.13. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Section 6.14. Committees. The Board may organize and authorize anybody to act as a Committee under its authority and discretion for any chartered purpose in order to accomplish a specified task required, or necessary, in the sole discretion of the Board of Directors. The Committee shall operate in any manner permissible under the laws of the State of Delaware, the Certificate of Incorporation and these Bylaws.

ARTICLE VII

COMPENSATION AND CONTRACTS WITH DIRECTORS AND OFFICERS

Section 7.1. Compensation of Directors and Officers. No Director or Officer of Academia Antonia Alonso Charter School shall receive, directly or indirectly, any salary, compensation or gift from Academia Antonia Alonso Charter School for the performance of their duties as a Director or Officer.

Section 7.2. Contracts with Directors and Officers. No Director or Officer of Academia Antonia Alonso Charter School shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it.

ARTICLE VIII

INDEMNIFICATION

Section 8.1. Directors, Officers and Committee Members. Academia Antonia Alonso Charter School shall indemnify any Director, Officer or Committee member acting on behalf of Academia Antonia Alonso Charter School, in their official capacity or as member of any Committee, who serves at the request or subject to the discretion of the Board of Directors to the fullest extent permitted by law but only to the extent that indemnification does not result in the imposition of a tax under Section 4958 of the Code.

No member of the Board of Directors shall be personally liable to Academia Antonia Alonso Charter School or to its members for monetary damages for breach of fiduciary duty as a Director or member, except 1) for any breach of the Director's duty of loyalty to Academia Antonia Alonso Charter School or its members, 2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or 3) for any transaction from which the Director derived an improper personal benefit.

Section 8.2. Advancement of Expenses. If expenses are incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding, such expenses shall be paid by Academia Antonia Alonso Charter School in advance of the final disposition of such action, suit or proceeding in the specific case upon receipt of an undertaking by or in behalf of the Director, officer, employee or agent to repay such amount unless it ultimately shall be determined that such person is entitled to be indemnified by Academia Antonia Alonso Charter School as authorized in the Article.

Section 8.3. Insurance. Academia Antonia Alonso Charter School may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of Academia Antonia Alonso Charter School or is or was serving at the request of Academia Antonia Alonso Charter School, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not Academia Antonia Alonso Charter School would have the power to indemnify such person against such liability under the provisions of this Article VIII.

Section 8.4. No Retroactive Application. No amendment to these bylaws shall operate retroactively to diminish any right to indemnification or advancement of expenses.

ARTICLE IX

AMENDMENTS TO BYLAWS

Except as set forth in the General Corporation Law of Delaware, these Bylaws may be adopted, amended or repealed by the vote of a majority of Board members at a duly convened meeting of

the Board at which a quorum is present and pursuant to written notice to the Board members of that purpose.

ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or liquidation of Academia Antonia Alonso Charter School, the Board of Directors, after paying all or making provision for all the liabilities of Academia Antonia Alonso Charter School, shall transfer all the property and assets, of any nature, of Academia Antonia Alonso Charter School to such organizations organized and operated exclusively for such educational or charitable purposes as shall at that time qualify as exempt from taxation under Section 501(c)(3) of the Code.

Any such property or assets not so disposed of in accordance with the aforementioned procedures shall be disposed of by a Court of competent jurisdiction in the County in which the principal office has been located, to such organization or organizations as such Court shall determine, which are organized and operated for such purposes as stated above.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1. Public Funds. Academia Antonia Alonso Charter School 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 11.2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of Academia Antonia Alonso Charter School, in addition to the officers so authorized by these Corporate Bylaws, in the name of and on behalf of Academia Antonia Alonso Charter School to enter into any contract or execute and deliver any instrument in the name of and on behalf of Academia Antonia Alonso Charter School and such authority may be general or expressly limited to specific instances.

Section 11.3. Checks. Drafts. Except for those normally executed in the regular course of business, all checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Academia Antonia Alonso Charter School, shall be signed by such officer or officers, agent or agents of Academia Antonia Alonso Charter School and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the

Head of School, President and countersigned by the President or Treasurer or Secretary of Academia Antonia Alonso Charter School. Unless authorized by the Board of Directors, no officer shall have power or authority to bind Academia Antonia Alonso Charter School by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or in any amount.

Section 11.4. Deposits. All funds of Academia Antonia Alonso Charter School shall be deposited in conformity with CBOC requirements and guidelines.

Section 11.5. Gifts. The Board of Directors may accept on behalf of Academia Antonia Alonso Charter School any contribution, gift, bequest or devise for the general purposes or for any special purpose of Academia Antonia Alonso Charter School. Members of the Board of Directors may not accept gifts made personally to them as a result of or by virtue of their membership on the Board.

ARTICLE XII

BOOKS AND RECORDS

Academia Antonia Alonso Charter School shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of Academia Antonia Alonso Charter School may be inspected by any Member, or such Member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

The fiscal year of Academia Antonia Alonso Charter School shall be the calendar year, beginning on July 1st and end on June 30th.

ARTICLE XIV

SEAL

The Corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Delaware".

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these Corporate Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.