

APPENDIX 6

Board Bylaws

BYLAWS OF GATEWAY CHARTER SCHOOL, INC.

Adopted as of March 13, 2008

Updated as of August 8, 2018

INTRODUCTION

The purpose of this corporation (the “Corporation” or “School”) is 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 I – POWERS AND FUNCTIONS OF DIRECTORS

Subject to limitations imposed by law, the Certificate of Incorporation, or these bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (the “Board”). The Board has the power to manage the property and business of the Corporation. The members of the Corporation (the “Members”) shall have no voting rights, other than as provided by the General Corporation Law of the State of Delaware and the provisions of these bylaws.

Without limiting the foregoing, the Board shall conduct the business of the Corporation, including:

- i) Adopting the bylaws of the Corporation;
- ii) Determining the general policies and strategic planning of the Corporation;
- iii) Establishing the annual budget and approving major expenditures;
- iv) Approving projects and approving the overall budget of said projects;
- v) Approving the administrative budget of the Corporation;
- vi) Approving the annual reports of the Corporation;
- vii) Approving the annual financial statements of the Corporation; and
- viii) Electing officers and filling vacancies in said offices as may occur from time to time during the year.

ARTICLE II – MEETINGS OF THE BOARD

Section 1. Compliance with the provisions of the Freedom of Information Act.

The Board 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. Quorum.

A quorum for the transaction of business at any meeting of the Board shall consist of one-half of the voting directors plus one. An act of a quorum present and voting at a duly called meeting shall be the act of the Board, except as may otherwise be provided elsewhere by these bylaws.

Section 3. Participation by Conference Telephone.

Notwithstanding any provision of these bylaws to the contrary, members of the Board, or of any committee thereof, may participate in a meeting of such Board, taskforce, or committee by means of conference telephone, google hangout or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting. All meetings must be posted 7 days for public knowledge.

Section 4. Reliance.

A member of the Board, or of any committee thereof, shall in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers, or employees, or committees of the Board, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Number.

At a minimum, the Board shall consist of five members: A Parent Director, A teacher Director, and three Community Directors, as defined in Article III Section 2; however, the Board may consist of up to eleven members. The number of directors constituting the Board may be reduced as a result of a vacancy or increased upon the approval of additional members as provided in Sections 5 and 8, respectively, of this Article III.

Section 2. Eligibility.

Eligibility: Members of the Board of Directors do not need to be Members of the Corporation. One member of the Board is required to be a certified teacher or parent/ legal guardian of a current student. A Parent Director who ceases to be a parent or legal guardian of a student enrolled at the School may

continue in office upon request to be a community director for the remainder of the term with required board approval. Teacher Directors must be voted upon by their peers via an election process, and then complete an interview process before approval onto the board. A Teacher Director shall be deemed to have resigned from the Board of Directors on the date the Teacher Director is no longer employed as a teacher at the School. Members of the Board that are neither Parent Directors nor Teacher Directors shall make up the remainder of the Board (“Community Director”). All references to “director” or “Director” within these Bylaws is a general reference to any or all four classes of Directors referenced in this Section, unless otherwise stated. Additionally, the term “Board Member” and “Director” or “director” are used interchangeably in these Bylaws.

Section 3. Voting Rights.

Each director shall have one vote. Teacher and Staff Directors are precluded from voting on issues related to firing or staff compensation at the School.

Section 4. Liability.

No director shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 5. Approval and Term.

The Parent Directors shall be approved by the Board such that they are parents or legal guardians of students enrolled in the School and the Teacher and Staff Directors shall be approved by the Board such that they are employed at the School, in accordance with the provisions of Article V. The directors may, in their discretion, approve additional directors pursuant to an affirmative vote of a majority of all Directors then serving, provided that the limit on the number of directors set forth above in Section 1 of this Article III shall not be exceeded.

Section 6. Staggered Terms

The Directors’ terms shall be organized in the following manner:

i) Parent Directors

Parent Directors elected to the Board shall serve either one (1), two (2), or three (3) year terms. The Board shall decide, by majority vote at the time of election, whether the term of service for a newly elected Parent Director will be a one (1), two (2), or three (3) year term. Parent Directors will be elected consistent with the provisions in the other Sections of this Article.

ii) Teacher/Staff Directors

Teacher/Staff Directors elected to the Board shall serve either one (1), or two (2) year terms. The Board shall decide, by a quorum of the board whether the term of service for a newly elected Teacher/Staff Director will be a one (1) or two (2) year term. Teacher/Staff Directors will be elected consistent with the provisions in the other Sections of this Article.

iii) *Community Directors*

Community Directors elected to the Board shall serve either one (1), two (2), or three (3) year terms. The Board shall decide, by majority vote at the time of election, whether the term of service for a newly elected Community Director will be a one (1), two (2), or three (3) year term. Community Directors will be elected consistent with the provisions in the other Sections of this Article.

iv) *Consecutive Terms*

No member may serve more than two consecutive terms; provided, however, that the initial terms of the Parent Directors, Teacher/Staff Directors or Community Directors expiring at the term that was approved.

v) *Term Renewals*

All Directors term renewals must be affirmed by a vote (quorum) of the Board.

Section 7. President of the Board.

The Board shall approve, at its annual meeting a President of the Board (the “President”) who shall be a director and who shall hold office until the first meeting of the Board following the next annual meeting of the Members and until his or her successor is approved or until his or her earlier resignation or removal by act of the Board. The President shall preside at meetings of the Members of the Corporation and of the Board. In the absence of the President, a Vice-President shall preside at meetings of the members of the Board.

Section 8. Vacancies.

The directors may, in their discretion, fill any vacancy by a affirmative vote of a quorum of the directors then serving; provided, however, that any vacancy with respect to a Teacher/Parent Director position on the Board must be filled by a parent or legal guardian of a student enrolled in the School and any Teacher position on the Board must be filled by a teacher employed by the school. The term of service for any new Director elected to fill a vacancy resulting from a removal outlined in Section 9 or a resignation outlined in Section 10 of this Article shall be the remainder of the term of the Director being replaced. The remainder of the term shall not be considered for purposes of calculating “consecutive

terms” as outlined in Section 6 of this Article. The same policy shall apply in filling vacated positions on the Executive Committee.

Section 9. Removal.

A director may be removed from the Board, with or without cause, by an affirmative vote (quorum) of the whole Board, provided that: first, notice of such proposed action shall be given in the agenda of the meeting at which such removal is considered; second, the Board member has been informed in writing at least ten (10) calendar days prior to the meeting of the reason for the proposed removal; and third, the Board member is given an opportunity to be heard at the proposed removal meeting

Section 10. Resignations

Any director may resign from a committee of the Board, an office of the Board, or the Board itself by giving written notice to the President or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Compensation.

Directors shall serve without compensation.

Section 12: Emeritus Status

Section i: *Definition*

There shall be a category of director known as a “Director Emeritus”. This title may be bestowed upon individuals who are not presently serving on the Gateway Lab School Board of Directors (“Board”), but who have previously served the Board with distinction and excellence.

Section ii: *Terms*

A Director Emeritus is elected to serve a term of three (3) years, renewable at the discretion of the Director Emeritus, so long as he or she remains active in the work of Gateway Lab School and subject to Subsection “vi” of this title. A Director Emeritus may end his or her term at any time; alternatively, a Director Emeritus may have his or her term ended by action of the Board pursuant to Subsection “vi” of this title.

Section iii: *Privileges & Limitations of a Director Emeritus*

A Director Emeritus shall be entitled to:

- Receive all written notices and information which are provided to the Board;
- Attend all Board meetings;
- Participate in meetings of Board Committees; and
- Attend all other school events.

A Director Emeritus shall not:

- Be subject to any attendance policy;
- Be counted in determining whether a quorum is present;
- Be entitled to hold office; and/or
- Be entitled to vote at any board meeting.

Section iv: *Eligibility:*

The Board will consider and weigh, in a proportion subject to their absolute discretion, the following factors in evaluating whether to award Director Emeritus status to a previous board member:

- Whether the candidate has served the Board with distinction;
- Whether the candidate has held an important leadership role;
- Whether the candidate has made or continues to make significant contributions to the betterment of the school;
- Whether the candidate has engaged in major volunteer or advocacy activities in his or her service on the Board;
- Whether the candidate has participated in one or more Gateway Lab School activities (events, networking fundraisers, etc.);
- Whether the candidate has created a positive legacy that will impact the school far into the future;
- Whether the candidate's contributions have caused others to aspire to greater contributions and standards for Board service; and/or
- Whether this candidate's contributions were vital to the creation, perpetuation, growth, or development of the school.

Section v: *Election:*

On an annual basis, the Leadership and Governance Committee will consider potential candidates and may nominate one or more individuals for Director Emeritus designation. The

Leadership and Governance Committee will present the nomination(s) along with supporting statements to the Board for its consideration.

A simple majority vote of directors present at a meeting in which a quorum is present is sufficient to approve an individual for Director Emeritus designation. Any director who is **the** candidate for consideration of Director Emeritus designation may not vote in the election deciding whether to award that designation.

Section vi: *Board Termination of Director Emeritus Status:*

The Board intends for termination of Director Emeritus status to generally be left to the discretion of the individual who is granted the designation. However, any individual designated Director Emeritus is still subject to the Directors' Code of Conduct. Should the Board determine that a an individual designated Director Emeritus has violated the Directors' Code of Conduct, the Board may take appropriate action to address the violation, up to and including rescinding that individual's Director Emeritus status.

Section 13: Board Giving Policy (Last Updated August 2018)

Charitable contributions by a prospective board member are a significant responsibility and require commitment of personal time, and energy. A strong nonprofit organization represents board of directors who provide financial resources to the operation of the organization. While board members have varying capacities to give and charitable giving is a personal decision; each board member shall make a cash donation to Gateway Lab School (GLS) at a level they consider meaningful and generous by their own standard. Pledges should be made to the Finance Committee Chair in October at the annual meeting. Pledges can be satisfied by the following options: automated monthly payments or a lumpsum payment made by May 1st of each year to the Treasurer of the Board. Having 100% board participation in giving is important to Gateway Lab School's funding opportunities and future.

Section 14: Attendance (Last Updated August 2018)

Board members are required to attend at least 75% of scheduled meetings during a calendar year (except for emergencies beyond the control of the board member). Failure to fulfill these time commitments will constitute automatic resignation from the Board of Directors which will be formally acknowledged in the next regularly scheduled board meeting.

ARTICLE IV – Committees & Taskforces of the Board

Section 1. Establishment by Board.

The Board may appoint, or may provide for the appointment of, committees or taskforces consisting of directors with such duties and powers as the Board may, from time to time, designate and prescribe. In the absence or disqualification of any member of any committee or taskforce and any alternate member in his or her place, the Board may appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. The Board may, from time to time, suspend, alter, continue or terminate any of such committees or taskforces their powers and functions thereof.

Section 2. Action.

Unless otherwise provided in the resolution of the Board designating a committee or taskforce, a majority of the members shall constitute a quorum unless the committee shall consist of one or two members, in which case one member shall constitute a quorum. All matters properly brought before the committee or taskforce shall be determined by a majority vote of the members present.

Section 3. Action Without Formal Meeting.

Any action that may be taken by a committee at a meeting may be taken without a meeting if all members thereof consent thereto in writing, and such writing is filed with the minutes of the proceedings of such committee; provided, however, that no such action without a meeting may be taken if such action were to be regarded as the sort of action that may only be taken at a public meeting as required by the Act.

Section 4. Procedures.

Each committee or taskforce may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided by law. Adequate provision shall be made for notice to all members of any committee or taskforce of all meetings of that committee.

ARTICLE V – MEMBERS

Section 1. Eligibility.

The Members of the Corporation shall be the members of the Board of Directors.

Section 2 Approval of Directors.

The Teacher and Staff Members shall elect the Teacher Staff Directors. Such directors shall be elected by a plurality of the votes of each class of Members present or represented by proxy at a regular or the annual meeting of the Members. The Operational and Sustainability Committee shall be responsible for the solicitation, interviewing, and nominating of candidates to become Parent Members, Teacher/ Staff Members or Community Members of the Board of Directors of the Corporation. A report from the Operational and Sustainability Committee shall include the name, address, occupation, employer, educational background and such other information as is consistent with the Board application with respect to all candidates for membership on the Board of Directors.

Section 3. Annual Meeting.

An annual meeting (October) of the Members of the Corporation, for the purpose of strategic planning, approving directors for the ensuing year and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as shall have been established by the Board.

Section 4 Regular Meeting.

In addition to the Annual Meeting, the Board shall hold monthly meetings each school year, the dates of which shall be determined by the Board, and at such other times as the Board may, from time to time, determine.

Section 5 Special Meetings.

Special meetings of the Members of the Corporation may be held at the call of the Board, or by written petition by at least 50% of the Members of the Corporation, for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Notice.

A notice of any annual, regular or special meeting, setting forth the time, date and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, by telecopier, by telegram or by electronic mail not less than seven (7) days in advance of the meeting to each Member at the address last

shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting.

Section 7. Quorum.

At any meeting of the Members, a quorum for the transaction of business shall consist of a majority plus one of all of the Members of the Corporation either present at an annual, regular or special meeting represented by proxy, except to the extent that a greater number of Members may otherwise be required by law. An act of the majority of Members present and voting or represented by proxy shall be the act of the Members, except as may otherwise be required by these bylaws.

Section 7. Waiver.

The transaction of business at any meeting of the Members of the Corporation however called and noticed and wherever held, shall be as valid as though held at a meeting after regular call and notice, if a quorum is present in person or by proxy.

ARTICLE VI – OFFICERS

Section 1. Officers.

The officers of the Corporation shall consist of the President, a Vice President, a Secretary, a Treasurer, and such assistants as the Board may deem necessary. The officers shall perform such duties as described in this Article and shall receive no compensation for these services, except as otherwise expressly noted. Only members of the Board may serve as the President, Vice President, Treasurer and Secretary. No Officer may hold more than one position at the same time.

Section 2. Approval and Term.

The officers of the Corporation shall be nominated and approved by the Board of Directors at its annual meeting. The officers shall serve at the pleasure of, the Board and each officer shall hold office for a one year term and until a successor is selected and qualified. Directors selected to the officer positions may serve no more than two (2) consecutive one-year terms. Former officers, after a break in service of one year, may be selected to another (2) consecutive one-year term as an officer.

Section 3. Vacancies.

A vacancy in any of the offices of the Corporation may be filled for the unexpired term by the Board. The term of service for any new Officer elected to fill a vacancy resulting from a resignation or removal shall be the remainder of the one year term of the Officer being replaced, and shall continue in accordance with the qualifications set forth in Section 2 of Article 6 for a successor Officer.

Section 4. President.

The President shall preside at all meetings of the Board and all meetings of the Members of the Corporation. The President shall serve as the principal executive officer of the Corporation. He or she may sign with the Secretary or with any other officer authorized by the Board any deeds, mortgages, bonds, contracts or other instruments which the board has authorized, except in cases where the signing and execution should be expressly delegated by the board or by these by-laws or by statute to some other officer or agent of the Corporation. The President shall see that all orders and resolutions of the Board and the Executive Committee or other committees of the Board are carried into effect. The President shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other directors are properly performed.

Section 5. Vice President.

The Vice President shall have such powers and duties as may be prescribed from time to time by the President or by the Board. In the absence or disability of the President, the Vice President shall perform all the duties of the President. The Vice President will be expected to chair at least one committee.

Section 6. Secretary.

The Secretary shall keep or cause to be kept a record of the proceedings of the Board, shall make service of all such notices as may be required under the provisions of these bylaws or by law, shall be custodian of the corporate records, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board. The Secretary will serve as the FIOA Coordinator.

Section 7. Treasurer.

The Treasurer shall be responsible for the oversight of the custody of all Assets of the Corporation, shall generally supervise the accounting and bookkeeping of the Corporation, shall regularly report to the Board as to the financial condition and results of the operation of the Corporation, and shall

have such other powers and duties as may be prescribed from time to time by the President or the Board. This position will serve as Chair of the Citizens Budget Oversight Committee(CBOC).

ARTICLE VII – EXECUTION OF INSTRUMENTS—

Section 1. Electronic Transactions, Checks, Drafts and Orders for Payment of Money. ??????

All electronic transactions, checks, drafts and orders for payment of money shall be approved and/or signed by the Head of School or designated Business Manager approved by the Board. Any checks, drafts, and orders for payment made from accounts outside of the state accounting system (FSF), must be signed by the Head of School and Financial Secretary or individual designated by the Board (dual signatures). The Head of School with oversight of the Board, will ensure that the appropriate separation of duties and internal controls exists in accordance with the policies and procedures defined in the Budget and Accounting Manual, as well as the laws set forth by the Delaware Code.

Section 2. Contracts.

All contracts, conveyances or other instruments which have been authorized by the Board shall be executed in the name and on behalf of the Corporation.

ARTICLE VIII – INDEMNIFICATION

Section 1. Right to Indemnification.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact the he, or a person for whom he is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of the Corporation.

Section 2. Prepayment of Expenses.

The Corporation shall pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

Section 3. Claims.

If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim therefore has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

Section 4. Nonexclusivity of Rights.

The rights conferred on any person by this Article VIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these bylaws, an agreement, vote of Members or disinterested directors or otherwise.

Section 5. Other Indemnification.

The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

Section 6. Liability Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who was or is a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such

capacity, or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article VIII.

Section 7. Amendment or Repeal.

Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX – CONFLICTS OF INTEREST POLICY

Section 1. Purpose.

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Voting and Disclosure.

In order to minimize any risk of any conflict of interest concerning the Board of Directors and officers of the Corporation, all board members and officers shall refrain from voting on any issue in which they have a financial interest. In particular, Staff Directors are precluded from voting on issues related to Staff compensation at the School. All Board members and officers must make a full disclosure annually of all organizations, together with any other relationships which, in the judgment of the director or officer, has the potential for creating a conflict of interest. Furthermore, in the event that the Board of Directors considers any matter that may have a material impact on any organization of which a director or officer serves as a director, officer or key employee or as to which a director or officer otherwise has a material relationship, such director or officer must disclose such relationship to the Board of Directors and must refrain from voting on such matter.

Section 3. Board Approval.

No director or officer, or any spouse, sibling, parent or child (in each case whether by birth, marriage, guardianship or legal adoption) of such director or officer or any employee or other person or entity in which a director or officer has a material financial interest, shall receive any payment or other

direct benefit from the Corporation for any services rendered unless the Board of Directors, after full disclosure of the terms and conditions of such payments, approves such payments.

ARTICLE X – AMENDMENT OF BYLAWS

These bylaws may be amended, suspended or repealed by the affirmative vote of a quorum of all members of the Board of Directors of the Corporation serving at a meeting noticed and called for the purpose of amending, suspending or repealing the bylaws.

ARTICLE XII – GIFTS

The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose, or any special purpose, of the Corporation.

ARTICLE XIII – FISCAL YEAR

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