



**AMENDED AND RESTATED**  
**BYLAWS OF**  
**GATEWAY CHARTER SCHOOL, INC.**

October 16, 2018

**INTRODUCTION**

The purpose of this corporation (the “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 Amended and Restated Bylaws (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 School.

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

- (a) Adopting and amending the Bylaws of the School;
- (b) Determining the general policies and strategic planning of the School;
- (c) Establishing the annual budget and approving major expenditures;
- (d) Approving projects and approving the overall budget of said projects;
- (e) Approving the annual reports of the School;
- (f) Approving the annual financial statements of the School;
- (g) Electing Officers and filling vacancies in said offices as may occur from time to time during the year; and
- (h) Hiring and evaluating the Head of School (provided that the Board shall have no authority to make any other staffing decisions, which shall be the responsibility of the Head of School).

**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; Voting.

A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors then in office. 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      Voting.

At all meetings of the Board at which a quorum is present, except as otherwise provided by applicable law, the Certificate of Incorporation, or these Bylaws, all matters shall be decided by a majority of the Directors present and voting at the meeting. A Director shall not be entitled to vote by proxy on any matters.

Section 4      Reliance.

A member of the Board, or of any Committee, shall in the performance of his or her duties, be fully protected in relying in good faith upon the records of the School and upon such information, opinions, reports or statements presented to the School by any of its Officers, or employees, or Committees, 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 School.

Section 5      Annual Meetings of the Board.

The Board shall meet at least once a year. Such annual meeting of the Board (the "Annual Meeting"). Any business may be transacted at the Annual Meeting.

Section 6      Regular Meetings and Special Meetings of the Board.

The Board may, but shall not be required to, provide by resolution the time and place for the holding of regular meetings of the Board in addition to the Annual Meeting (each, a "Regular Meeting"). Any business may be transacted at a Regular Meeting. Special meetings of the Board (each, a "Special Meeting") may be called by (i) the President or (ii) a majority of the Directors.

Section 7      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 or by electronic transmission not less than 7 days in advance of the meeting to each Director at the address last shown on the records of the School. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting. Notice of all meetings must be posted not less than 7 days in advance of the meeting for public knowledge.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1      Number.

The Board shall consist of at least 5 Directors: (a) a Parent Director, (b) a Teacher Director and (c) 3 Community Directors; provided, however, that the Board may increase or decrease the size of the Board not in contravention of the foregoing. Directors shall be elected at the Annual Meeting of the Members.

Section 2      Eligibility.

The Directors shall be the Members of the School.

A “Parent Director” shall be a parent or 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 shall cease to be a Parent Director; provided, however, that, at the Parent Director’s election, in such Parent Director’s sole discretion, the Parent Director may continue in office as a Community Director. For the avoidance of doubt, in the event that a Parent Director becomes a Community Director in connection with the foregoing, the size of the Board shall automatically be increased to accommodate such change and the election of a new Parent Director.

A “Teacher Director” shall be a certified teacher employed by the School. A Teacher Director who ceases to be a certified teacher employed by the School shall cease to be a Teacher Director.

A “Community Director” shall be any person elected to serve as a Director who is not otherwise a Parent Director nor a Teacher Director.

All references to “Director” or “Director” within these Bylaws is a general reference to any or all classes of Directors referenced in this Section, unless otherwise stated. Additionally, the term “Board Member” and “Director” are used interchangeably in these Bylaws.

Section 3      Voting Rights.

Each Director shall have one vote; provided, however, that Teacher Directors shall be precluded from voting on any issues relating to employment matters and compensation matters. For the avoidance of doubt, Teacher Directors shall be included in determining whether a quorum is constituted for purposes of any vote in connection with the foregoing.

Section 4      Liability.

No Director shall be personally liable for the debts, liabilities or obligations of the School to the fullest extent permitted by applicable law.

Section 5      Staggered Terms.

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

(a)      *Parent Directors*

Parent Directors shall serve either 1, 2 or 3 year terms, as so determined by the Directors upon the election of such person to the Board.

(b)      *Teacher Directors*

Teacher Directors elected to the Board shall serve either 1 or 2 year terms, as so determined by the Directors upon the election of such person to the Board.

(c)      *Community Directors*

Community Directors elected to the Board shall serve either 1, 2 or 3 year terms, as so determined by the Directors upon the election of such person to the Board.

(d)      *Consecutive Terms*

No member may serve more than 2 full consecutive terms; provided, however, that in the event a person is elected by the Board to fill a vacancy, the remainder of such term shall not constitute a full term for purposes of the foregoing.

Section 6      Vacancies.

The Directors may fill any vacancy by a vote of the Board; provided, however, that no person shall be elected as a Director unless such person meets all necessary qualifications thereof. Unless otherwise determined by the Board upon the election of such person, the term of service for any new Director elected to fill a vacancy resulting from a removal or resignation shall be the remainder of the term of the Director being replaced.

Section 7      Removal.

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

Section 8      Resignations.

Any person may resign from any Committee, any 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 9      Compensation.

Directors shall serve without compensation.

Section 10    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 Board, but who have previously served the Board with distinction and excellence. For the avoidance of doubt, the role of Director Emeritus shall be an honorific, and shall not entitle such person to the rights and privileges of a Director, nor shall such person be deemed a Director for purposes of these Bylaws nor under applicable law.

Section ii:     *Terms*

A Director Emeritus shall be elected to serve a term of 3 years, renewable at the discretion of the Director Emeritus.

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 (excluding executive sessions);
- Participate in meetings of 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; or
- Be entitled to vote on any matter.

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 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. 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 shall be 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 11 Board Giving Policy.

Charitable contributions by a Director 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. It is understood that board members have varying capacities to give and charitable giving is a personal decision; each Director shall make a cash donation to the School at a he/she considers meaningful and generous by his/her 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 lump sum payment made by May 1st of each year to the Treasurer. Having 100% board participation in giving is important to Gateway Lab School's funding opportunities and future.

Section 12     Attendance.

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

**ARTICLE IV  
COMMITTEES**

Section 1     Board Committees.

The Board may establish an Executive Committee (the “Executive Committee”) and other committees (each, a “Board Committee”) composed of 1 or more Directors to serve at the pleasure of the Board. The members of a Board Committee shall be as set forth in these Bylaws or as determined by the Board. Such Committees shall be Committees for the purposes of Section 141 of the General Corporation Law of the State of Delaware (the “General Corporation Law”), and the Board may delegate to the Board Committees any and all powers of the Board, except as prohibited by applicable law, the Certificate of Incorporation or these Bylaws.

Section 2     Advisory Committees.

The Board may establish one or more advisory committees (each, an “Advisory Committee,” and together with the Board Committees, the “Committees”), composed of one or more Directors or other Persons, to serve at the pleasure of the Board. The members of an Advisory Committee shall be as set forth in these Bylaws or as determined by the Board. For the avoidance of doubt, any Advisory Committee created pursuant to this Section shall not be a Committee for purposes of Section 141 of the General Corporation Law, and such Advisory Committees shall have no independent power or authority.

Section 3     Action.

Unless otherwise provided in the resolution of the Board establishing a Committee, a majority of the members of the Committee 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 4     Procedures.

Each Committee 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 of all meetings of that Committee.

## **ARTICLE V MEMBERS**

### Section 1     Eligibility.

The Members of the School shall be the Directors. If a person ceases to be a Director, such person shall immediately cease to be a Member.

### Section 2     Approval of Directors.

The Teacher Directors shall be elected by a plurality of the teachers and staff members of the School present and voting at the annual meeting of the Members. For the avoidance of doubt, teachers and staff members of the School shall not be required to be Members in order to vote on matters relating to the election of Teacher Directors. All other Directors shall be elected by a plurality of the Members present and voting at the annual meeting of the Members. It shall be the responsibility of the Directors to seek out and to interview prospective Directors.

### Section 3     Annual Meeting.

An annual meeting of the Members, 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     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 or by electronic transmission not less than 7 days in advance of the meeting to each Member at the address last shown on the records of the School. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting.

### Section 5     Quorum.

At any meeting of the Members, a quorum for the transaction of business shall consist of a majority of all of the Members 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 6     Waiver.

The transaction of business at any meeting of the Members 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 School shall consist of the President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board may from time to time determine. 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 Directors may serve as Officers. No Officer may hold more than one position at the same time.

### Section 2      Approval and Term.

The Officers of the School shall be elected by the Board at the 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. No Director may serve as Officer (regardless of Officer position) for more than 2 consecutive one-year terms; provided, that after a break of 1 or more years, such person shall again be eligible to serve as an Officer; provided, further, that in the event a person is elected as an Officer to fill a vacancy, the remainder of such term shall not constitute a term for purposes of the foregoing.

### Section 3      Vacancies.

A vacancy in any of the offices of the School 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. A person elected to serve out the remainder of a term shall

### Section 4      President.

The Board shall approve, at its annual meeting a President (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 all meetings of the Board and at all meetings of the Members. In the absence of the President, a Vice-President shall preside at meetings of the members of the Board. In the absence of both the President and the Vice-President, the Board or the Members (as applicable) shall determine a presiding officer.

The President shall serve as the principal executive officer of the School. 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 Bylaws or by

statute to some other Officer or agent of the School. The President shall see that all orders and resolutions of the Board and any Committees 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 FOIA Coordinator.

Section 7      Treasurer.

The Treasurer shall be responsible for the oversight of the custody of all assets of the School, shall generally supervise the accounting and bookkeeping of the School, shall regularly report to the Board as to the financial condition and results of the operation of the School, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board. The Treasurer shall serve as Chair of the Citizens Budget Oversight Committee.

**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 the Business Manager of the School or such other 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 applicable law.

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 School.

**ARTICLE VIII  
INDEMNIFICATION**

Section 1      Right to Indemnification.

The School 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 School or is or was serving at the request of the School 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 School 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 School.

Section 2      Prepayment of Expenses.

The School 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 School, 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 School 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 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 the Members or vote of the disinterested Directors or otherwise.

Section 5      Other Indemnification.

The School'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 School may purchase and maintain insurance on behalf of any person who was or is a Director, Officer, employee, or agent of the School, or is or was serving at the request of the School 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 School 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 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 School's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer. This policy is intended to supplement but not replace any applicable law 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 School, all Directors and Officers shall refrain from voting on any issue in which they have a financial interest. In particular, Teacher Directors are precluded from voting

on issues related to teacher or staff compensation at the School. All Directors and Officers shall 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 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 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 School for any services rendered unless the Board, 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 a unanimous vote of all of the Directors then in office.

**ARTICLE XI  
GIFTS**

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

**ARTICLE XII  
FISCAL YEAR**

The fiscal year of the School shall commence on the first day of July of each year, or such other date as determined by the Board.