

AMENDED AND RESTATED BYLAWS OF  
FOUNDATION FOR LOUISIANA STUDENTS

DATE: 08/13/2019

## ARTICLE I

### OFFICES

**Section 1. Principal Office.** Foundation for Louisiana Students (“the Foundation”) may have such offices, either within or outside of the State of Louisiana, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

**Section 2. Registered Office and Registered Agent.** The Foundation shall maintain a registered office and registered agent in the State of Louisiana. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Louisiana Secretary of State’s Office pursuant to the provisions of the Louisiana Code.

**Section 3. Mission.** The Foundation’s mission is to provide top-quality personalized education for students and families who seek an alternative to the conventional classroom. Any school supervised by the Foundation will maintain a commitment to excellence in curriculum, instruction, accountability, and communication for and towards students and schools and will work in partnership with the schools and its sponsoring authority, and according to the terms of its charter school contract with the State of Louisiana as defined in Title 28 and governed by the Charter School Law as promulgated in La. R.S. 17:3971 et seq. governing the operation of a charter school

**Section 4. Purpose and Powers of the Foundation.**

1. The Foundation shall be a non-profit corporation and shall NOT be operated for the primary purpose of carrying on a trade or business for profit.
2. No part of the funds used for operating a school shall inure to the benefit of nor be distributed to its directors, trustees, officers, members, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission purpose set forth in Article 1, Section 3. No substantial part of the activities of the Foundation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in, a political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Foundation shall not carry on

any other activities not permitted to be carried on by a non-profit corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986 as amended from time to time.

3. The powers and purposes of this Foundation shall, at all times, be so construed and limited as to enable this Foundation to qualify as a not-for-profit organization, and it shall have all power and authority as set forth in applicable sections of the Louisiana Code.
4. Upon dissolution of the Foundation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Foundation, including any liabilities as a charter school, shall return any funds received from the Louisiana Board of Elementary and Secondary Education of the Department not more than (30) days after dissolution. All remaining assets of the Foundation shall be distributed consistent with the purposes of the Foundation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, in such manner as the Board of Directors shall determine.
5. The Foundation shall have the power and authority to contribute to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, in such manner as the Board of Directors shall determine.

## ARTICLE II.

### Board of Directors.

**Section 1. General Powers.** The affairs of the Foundation shall be managed by its Board of Directors. The members of the Foundation shall elect the directors. The directors shall constitute the members of the Foundation.

### Section 2. Number and Qualifications of Directors.

1. Number: The number of directors shall be as determined by the Board of Directors from time to time but in no event be less than seven (7) nor more than nine (9) and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by Louisiana law to operate as a Charter School which at the time of this adoption of bylaws is seven (7).
2. Qualifications: Any member of the greater Louisiana community may seek election to the Board of Directors, with the exception of anyone employed by the Foundation or any charter school operated by the Foundation, nor anyone convicted of a felony. Directors shall be subject to the eligibility, approval, and financial disclosure

requirements stipulated by Louisiana Law, including any ethics laws and/or Charter School Law.

### **Section 3. Election and Term.**

1. Method of Election. Directors shall be elected by the members of the Foundation.
2. Term of Office. A director will serve until a successor is elected and qualified. Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class is to consist of as nearly as possible, an equal number of directors. The directors of the first class shall hold office for one (1) year; the directors of the second class shall hold office for two (2) years; the directors in the third class shall hold office for three (3) years. At the close of each annual meeting of the Foundation, the directors whose term ends that year shall move to a six (6) year term. At the time of the adoption of these bylaws, directors shall be placed in classes by random draw. No director will serve multiple six (6) year terms unless no successor is **elected**. A newly elected director shall fill the same term as the director being replaced. At the time of these amendments, all Directors are holding their initial six year term.

**Section 4. Resignation.** A director may resign at any time by filing a written resignation with the President or the Secretary of the Foundation. Such resignation shall be effective upon receipt of the written notice of resignation. In the event the resignation of a director is tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

### **Section 5. Removal.**

1. A director may be removed from office with or without cause by the vote of two-thirds (2/3) of the other directors of the Foundation either at a regular meeting or at any special meeting called for that purpose.
2. The office of a director shall become vacant if he dies or resigns. In such situation the Board of Directors may declare vacant the office of such director.
3. The Board of Directors may declare the director position vacant if the director is interdicted or adjudicated an incompetent; if he is adjudicated a bankrupt; if he becomes incapacitated by illness or other infirmity to perform his duties for a period of six months or longer; if he ceases at any time to have the qualifications required by the Articles of Incorporation or bylaws.

**Section 6. Vacancies.** In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, the Board of Directors may hold a special election to fill the vacancy, following the same rules and procedures as described in Article II, Section 3.

**Section 7. Meetings.** All meetings of the Board Directors shall in generally comply with Robert's Rules of Order unless the rules conflict with any by-law herein or any La. Law wherein La. Law or by-law shall prevail.

**Section 8. Annual Meeting.** The annual meeting of the Board of Directors shall be held in the month of June at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting. Nothing in this section prevents the Board of Directors from having as many meetings as the Board deems necessary to transact the business of any school.

**Section 9. Regular Meetings.** In compliance with the Louisiana Open Meetings Law, the Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution. Notice of the scheduled meeting will be provided annually to the public as required by the Louisiana Open Meetings Law.

**Section 10. Special Meetings.** Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the Louisiana Open Meetings Law, on the call of the President or Secretary, and shall be called by Secretary on the written request of any two (2) of the directors. Notice to the public will be given 24 hours in advance of such meeting.

**Section 11. Meetings By Telephone or Other Communication Technology.** No meetings of the Board of Directors shall be held by telephone or other communication technology in violation of the Louisiana Open Meetings Law. However, a director may listen to a meeting through communication technology, but shall not be counted as part of a quorum or nor shall he/she be allowed to vote.

**Section 12. Notice.**

- a. Notice of the date, time, and place. Notice of the date, time and place of any annual, regular, or special meeting shall be given in accordance with the Louisiana Open Meetings Law. Notice of all regular and annual meeting to be held shall be provided the Board of Directors in January of each year.
- b. Waiver of Notice. A director's attendance at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 13. Quorum.** A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 14. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Louisiana Open Meetings Law, or any Louisiana Law which requires the greater number to be a valid transaction.

**Section 15. Applicable Law.** Federal non-profit law, Louisiana non-profit law, Open Meetings Law, and/or Louisiana Charter School Law shall take precedence over any conflicting by-law or Article.

**Section 16. Presumption of Assent.** A director of the Foundation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or abstention shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment hereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 17. Compensation.** Directors of the /corporation shall not receive compensation for serving as directors. Directors may receive reimbursement for reasonable expenses incurred in connection with foundation matters, provided that such reimbursement is authorized by the Board of Directors, individually, or by general authorization.

**Section 18. Committees.** The Board of Directors, by resolution, may create committees having such powers as are then permitted by the Foundation and as are specified in the resolution.

**Section 19. Open Meetings.** Any provision herein to the contrary notwithstanding, the Board of Directors shall comply with the Louisiana Open Meetings Law. The Board of Directors may hold an executive session in accordance as authorized by La.R.S. 42:17, or any other law, upon a two-thirds (2/3) vote authorizing such action.

**Section 20. Conflict of Interest.** All officers, directors and employees of the Foundation shall comply with the Corporation's Conflict of Interest Policy as adopted by resolution of the Board of Directors or as demanded by the Louisiana Code of Ethics.

## ARTICLE III

### METHODS OF GIVING NOTICE

Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the Foundation will be communicated to the public in compliance with the Louisiana Open Meetings Law and may be communicated to the Directors in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- a. When received
- b. Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed.
- c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

## ARTICLE IV

### OFFICERS

**Section 1. Number.** The principal officers of the Foundation shall be a President, a Secretary, and a Treasurer, each of who shall be elected by the Board of Directors. The same individual may simultaneously hold more than one office. Officers shall be members of the Board of Directors.

**Section 2. Election and Term of Office.** The officers of the Foundation shall be elected annually by the Board of Directors at its annual meeting in June. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting, or the regular or special meeting at which officers were elected if elections were not held at the annual meeting, until the next annual meeting or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, resignation or removal.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interest of the Foundation will be served thereby, but such removal shall be without prejudice to the contract

rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by special election to fill the vacancy following the same rules and procedures as described in Article II, Section 3.

**Section 5. The President or Chairperson.** The President shall be the principal executive officer of the Foundation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Foundation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Foundation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President and upon approval of the Board of Directors. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice-President.** The Vice President shall act for the President in his stead at meetings for which the President can not attend. Additional duties may be assigned by the Board of Directors.

**Section 7. The Secretary.** The Secretary shall: (a) keep the minutes of the Board of Director's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

**Section 8. The Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine at the expense of the Foundation. The Treasurer shall: (a.) have the oversight responsibility for all funds and securities of the Foundation, and for moneys due and payable to the Foundation from any source whatsoever, including the deposit of such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b.) in general perform all of the duties incident to the office of Treasurer and such duties as from time to time may be assigned by the Board of Directors.

**Section 9. Other Assistants and Acting Officers.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and perform all the duties of the office to which such person is so appointed to be assistant, or as to which

such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors..

**Section 10. Additional Officers.** Any additional officer not specified above shall have only such authority, duties, and responsibilities as shall be specifically authorized and designated by the Board of Directors, individually or by general authorization.

**Section 11. Compensation.** Officers of the Corporation shall not receive compensation for serving as officers. Officers may receive reimbursement for reasonable expenses incurred in connection with Foundation matters, provided that such reimbursement is authorized by the Board of Directors.

## **ARTICLE V.**

### **INDEMNIFICATION**

**Section 1. Mandatory Indemnification.** The Foundation shall, to the fullest extent permitted or required by Louisiana law, including any amendments thereto (but in the case of such amendment, only to the extent such amendment permits or requires the Foundation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable expenses incurred thereby in any proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Foundation. The Foundation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, Foundation or otherwise.

**Section 2. Permissive Supplementary Benefits.** The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees, or agents, whether or not the Foundation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of the Article, and (b) entering into individual or group indemnification agreements with any one or more of the Directors or Officers.

## ARTICE VI

### FISCAL YEAR

The fiscal year of the Foundation shall begin July 1 of each year and end on the last day of June in the following year.

## ARTICLE VII

### SEAL

The Foundation has no corporate seal.

## ARTICLE VIII

### FOUNDATION ACTS, LOANS, AND DEPOSITS

**Section 1. Foundation Acts.** The President plus any one of the Secretary or the Treasurer shall have authority to sign execute and acknowledge on behalf of the Foundation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Foundation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by Louisiana law or directed by the Board of Directors, the president may authorize in writing any officer or agent of the Foundation to sign execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Foundation is authorized and empowered to sign in attestation all documents so signed and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Foundation, provide, however, that an attestation is not required to enable a document to be an act of the Foundation.

**Section 2. Service Agreements.** The Foundation may NOT enter into any contract for comprehensive school management or operations services ("Service Agreement") without first submitting such Service Agreement to the State Board of Elementary and Secondary Education for review and approval.

**Section 3. Loans.** No moneys shall be borrowed on behalf of the Foundation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 4. Deposits.** All funds of the Foundation, not otherwise employed, shall be deposited from time to time to the credit of the Foundation, and/or any school operated by the Foundation, in such bands, investment firms or other depositories as the Board of Directors may select.

## ARTICLE IX

### AMENDMENTS

**Section 1. By the Directors.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors at any regular or special meeting thereof, consistent with the Foundation's charter with the Louisiana Board of Elementary and Secondary Education.

**Section 2. Implied Amendment.** Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-laws then in effect, but is taken or authorized by affirmative vote or not less than the number of directors required to amend the By-laws so that the By-laws would be consistent with such action, shall be given the same effect as though the By-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on the \_\_\_13th\_\_\_\_\_ day of August\_, 2019, by the Board of Directors of the Foundation for Louisiana Students.

\_\_Linda L Holliday\_\_\_\_\_

President

\_Adonnica Duggan\_\_\_\_\_

Secretary