

**Second Amended and Restated Bylaws
of
RePublic Schools Nashville
a Tennessee not-for-profit corporation**

ARTICLE I

Name, Location, Mission and Objectives

Section 1: The name of the organization will be RePublic Schools Nashville ("RePublic Schools").

Section 2: The initial location of RePublic Schools shall 3515 Gallatin Pike, Nashville, TN 37216. RePublic Schools may also have offices at such other places as its Board of Directors (the "Board") shall determine the business of RePublic Schools requires; provided, however, that the registered office shall be registered with the Secretary of State of Tennessee and the agent so registered shall be located at the same address, or otherwise as provided by the Board.

Section 3: The purposes for which the RePublic Schools is organized are to establish and run Charter Schools ("Schools") in Nashville, Tennessee, pursuant to the Tennessee Public Charter Schools Act of 2002 (as amended, supplemented or replaced, "The Charter Schools Act"), under its Charter Agreement(s) with The Metropolitan Board of Education of Nashville and Davidson County, Tennessee ("MNPS") and, if applicable, the Tennessee Achievement School District (the "ASD") (each, a "Charter Agreement"), with a stated mission of preparing students in grades five through twelve to enter, succeed in and graduate from the college of their choice.

Section 4: If, for any reason, RePublic Schools should dissolve, upon dissolution its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II

Members

RePublic Schools shall not have members. The Board shall have all powers and duties for the conduct of the activities of RePublic Schools. While persons who associate with, or attend programs of, participate in, contribute to, or benefit from RePublic Schools may be referred to as "member," no rights, voting or otherwise, will inure to any such persons.

ARTICLE III

Board of Directors

Section 1: The Board shall consist of at least four (4) Directors, but no more than six (6) Directors; provided, however, that it is the intent of Republic Schools that there shall be at all times six (6) Directors, with any vacancies to be filled as soon as practicable after such vacancy occurs. All Directors shall have

identical rights and responsibilities. As required by law (currently, TCA § 49-13-104), the Board shall contain at least one (1) parent representative whose child is currently enrolled in one of the Schools. The chief executive officer of Republic Schools, Inc. ("RSI") (the "RSI CEO"), as RSI is further described in Article XI below, will be an advisory, non-voting member of the Board.

Section 2: Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Directors.

Section 3: The RePublic Schools Governance Committee, shall present a slate of potential Directors and officers for election by the Board. This slate shall be presented at the annual meeting of the Board.

Section 4: Each Director shall be elected to serve a three-year term commencing on July 1 of a designated year and expiring on the third June 30 thereafter. No Director shall serve more than three consecutive terms or nine consecutive years, whichever is longer. Thereafter, a former Director may serve any number of two additional consecutive three-year terms, provided at least a year intervenes between each six-year period. Notwithstanding any provision of this section to the contrary, (a) each Director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, or removal and (b) the term of one or more Directors designated by the Board as a "Parent Representative Director" shall automatically expire at such time as such Director no longer has a child enrolled at one of the Schools. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. In order for the Board of Directors to have a relatively equal number of members whose three year terms expire each June 30, the Board of Directors has divided the Directors listed in Article III, Section 10 into three classes of directors with as equal number among the three classes as is mathematically possible. One class of Directors ("Class A") shall have a term expiring June 30, 2017. The successive terms of all Class A Directors shall be on the consecutive third anniversaries of June 30, 2017. Another class of Directors ("Class B") shall have a term expiring June 30, 2018. The successive terms of all Class B Directors shall be on the consecutive third anniversaries of June 30, 2018. And a third class of Directors ("Class C") shall have a term expiring June 30, 2019. The successive terms of all Class C Directors shall be on the consecutive third anniversaries of June 30, 2019. Notwithstanding the three year term of Directors generally provided for in this Section, the term of initial Class A, Class B and Class C Directors shall be shorter or longer than three years based on the length of his or her service at the time of the designation of Directors into divisions of Class A Directors, Class B Directors and Class C Directors. After such initial division and designation are made, if the size of the Board of Directors is increased, any new Directors elected shall be designated by the Board as Class A, Class B or Class C Directors.

Section 5 [Reserved]

Section 6: Any vacancy occurring in the Board, and any position to be filled by reason of an increase in the number of Directors, may be filled, upon recommendation of a qualified candidate by the Governance Committee, by vote of at least two-thirds (2/3) of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his, or her, predecessor in office.

Section 7: A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 8: The Board may remove any Officer or Director by majority vote of the Board at any meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 9: Members of the Board:

- a. Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary RePublic Schools activities in accordance with RePublic Schools policies.
- b. Shall serve RePublic Schools with the highest degree of duty, loyalty, and care and shall undertake no enterprise to profit personally from his, or her, position with RePublic Schools.
- c. Shall be bound by the Board's Code of Conduct, Conflict of Interest and Confidentiality policy statements.
- d. Shall have no direct or indirect financial interest in the assets or leases of RePublic Schools; any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of RePublic Schools shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.
- e. Shall be covered by Directors and Officers Insurance provided by RePublic Schools in amounts required by the Board in its reasonable discretion.

Section 10: Upon the adoption of these Second Amended and Restated Bylaws, the Directors shall be Axson West, Christopher LaPietra, Allyn Gibson, Wendy Thompson, Wood Caldwell, and Waymon Tipton, with Axson West and Christopher LaPietra to serve as Class A Directors, Allyn Gibson and Wendy Thompson to service as Class B Directors, and Wood Caldwell and Waymon Tipton to serve as Class C Directors. Christopher LaPietra is the parent representative on the Board.

ARTICLE IV

Officers

Section 1: There shall be four (4) elective Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2: The Governance Committee shall present a slate of Officers to the Board. The nominated Officers shall be drawn from among the members of the Board. The election of Officers shall be held at the annual meeting of the Board.

Section 3: The newly elected Officers shall take office on July 1 following the close of the meeting at which they are elected and their term of office shall be one (1) year, or until respective successors assume office, except that the one (1) year term expiring June 30, 2015 is extended to December 31, 2015 or such earlier date after June 30, 2015 as shall be determined by the Board. A Director may serve more than one (1) term in the same office, but not more than three (3) consecutive terms in the same office.

Section 4: In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair or Secretary-Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board is held.

Section 5. (a) The Chair shall be responsible, along with the other members of the Board, for the oversight of its business and affairs. The Chair shall preside at all meetings of the Board. The Chair shall have full and equal vote as accorded to all members. The Chair may enter into and execute in the name of RePublic Schools contracts or other instruments that have been authorized by the Board. The Chair may delegate, as needed, to any other officer any or all of the duties of the office of Chair. The Chair shall have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.

(b) The Vice Chair shall have such duties and responsibilities as may be delegated to the Vice Chair by the Chair. The Vice Chair shall have full and equal vote as accorded to all Board members. In the absence of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the Chair, including presiding at meetings of the Board. The Vice Chair shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

(c) The Secretary shall cause notices of all meetings to be served to all members of the Board and the School Director and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

(d) The Treasurer shall be the chief financial officer of RePublic Schools and shall have primary oversight of the School's Director of Financial Operations as that employee takes responsibility of the financial records, investments, and other evidences of School properties and assets. The Treasurer shall ensure that the Director of Financial Operations keeps regular books of account for the School that set out business transactions of the School, such books to be at all times open to inspection at their place of keeping to any Board member. The Treasurer shall be the chair of the Finance Committee, which shall prepare an annual budget, in conjunction with the School Director and the

Director of Financial Operations, for the consideration and approval of the Board. The Treasurer shall ensure that the Director of Financial Operations deposits all money and other valuables in the name and to the credit of RePublic Schools with such depositaries as shall be designated by the Board. The

Treasurer shall provide oversight to the Director of Financial Operations in the investment and reinvestment of funds of the Corporation and the disbursement of funds of the School as may be ordered by the Board. The Treasurer shall render to the Board and the members of the School community, at the Annual Meeting, statements evidencing the current financial condition of RePublic Schools. The Treasurer shall ensure that the Director of Financial Operations establishes a system of adequate financial recording showing income, expenditures, and balance and shall submit to the Board detailed written financial reports in compliance with The Charter Schools Act and the Charter Agreements. The Treasurer, as chair of the Finance Committee, annually shall recommend an auditing firm to be hired by the Board to review the books of RePublic Schools and provide a report on them to the Board.

The RSI CEO shall be the chief executive officer of RePublic Schools and have the authority to hire and fire RePublic Schools' employees.

ARTICLE V

Meetings

Section 1: The annual meeting of the Board shall occur in the last quarter of the RePublic Schools fiscal year. There shall be at least five (5) other regular meetings of the Board held each year. Notice shall be given to each Director not less than thirty (30) days prior to the date of every regular meeting of the Board.

Section 2: Special meetings of the Board may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given each Director at least five (5) calendar days prior to the meeting.

Section 3: One-half of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, except where otherwise required by these Bylaws.

Section 4: The Board shall select its own meeting format in any method allowed by the laws of the state of Tennessee. Any such meeting, whether regular or special, that complies with Sections 1 or 2 of this Article VI shall constitute a meeting of the Board and shall subscribe to the policies, procedures, and rules adopted by the Board. The meetings of the Board are deemed to be "public business" and must be held in compliance with TCA §§ 8-44-101 et seq.

Section 5: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to

the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: An absentee Board member may not designate an alternate to represent him, or her, at a Board meeting. A member of the Board may be deemed to be present for purposes of achieving a quorum and may cast a vote if he, or she, grants a signed, written proxy to another Board member who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

Section 7: Any Director shall be entitled to participate in a regular or special meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meetings.

ARTICLE VI

Committees and Task Forces

Section 1: In addition to the Executive Committee, the Board may maintain such standing committees as provided in these Bylaws and as the Board may determine from time to time to be necessary or desirable for its proper functioning. Except as otherwise provided in this Article VI, such committees shall consist of two (2) or more members. The Committees shall be under the control and serve at the pleasure of the Board and shall have charge of such duties as may be assigned to them by the Board or these Bylaws. In addition, the Chair may appoint task forces to advise or inform the Chair. Committees and task forces may be composed of Directors or community members, or both, except that the voting members of the Executive Committee shall be comprised solely of Directors. Except as otherwise provided in this Article VI, the Board may prescribe the need and/or the composition of such committees.

Section 2: Executive Committee. The Executive Committee shall have as its members the Chair, the Vice Chair, and the Treasurer. The RSI CEO will be an advisory, non-voting member of the Executive Committee (ex officio). The Chair shall be the Chair of the Executive Committee. In order to assure the proper functioning of RePublic Schools during the time between meetings of the Board, the Executive Committee is hereby empowered to make decisions in the name of the Board and shall have the same authority as the Board under Tennessee Nonprofit Corporation Act, the Charter and these By-Laws, except the Executive Committee is not authorized to:

- (a) Elect, appoint or remove Directors or fill vacancies on the Board,
- (b) Adopt, amend or repeal the Charter of RePublic Schools;
- (c) Adopt, amend or repeal these By-Laws;
- (d) Approve the dissolution, conversion or merger of RePublic Schools, or the sale, pledge or transfer of all or substantially all of the assets of RePublic Schools;

- (e) Take any action requiring an affirmative vote of more than a simple majority of the Board under these By-Laws;
- (f) Incur on behalf of RePublic Schools any debt or obligation, or series of debts and obligations in excess of Fifty Thousand Dollars (\$50,000), unless authorized to do so by the Board;
- (g) Employ or dismiss from employment any individual School Principal;
- (h) Amend or terminate the CMO Agreement; or
- (i) Take any other action prohibited by a committee of the Board of Directors under Tennessee law.

Section 3: There shall be a standing nominating committee known as the Governance Committee. This committee shall be composed of at least two (2) persons elected by the Board at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair. The duties of the Governance Committee shall be:

- a. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Director positions on the Board;
- b. to present a slate of nominees for Officers to the Board for election at the annual meeting;
- c. to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
- d. to provide ongoing orientation to Directors;
- e. to oversee a Director assessment process to ensure optimum performance; and
- f. to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

Section 4. There shall be no quorum requirements for any committee except that a quorum of the Executive Committee shall be at least two members.

ARTICLE VII

Fiscal Year and Check Signing

Section 1. The fiscal year of the RePublic Schools shall begin on July 1 of each calendar year and terminate on June 30 of the following year.

Section 2. The signatures of both an Officer and the Director of Financial Operations shall be required on any check in excess of \$5,000.00.

ARTICLE VIII

Rules of Order

In case of conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all Board meetings of RePublic Schools.

ARTICLE IX
Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office; provided that notice of the proposed amendment, together with a copy thereof, is provided to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

ARTICLE X
Indemnification

RePublic Schools shall indemnify each member of the Board to the full extent permitted by the Tennessee Nonprofit Corporation Act. Each Board member shall enjoy the protection and immunity provided by TCA§ 48-58-601, as (and if) limited by The Charter Schools Act. A Board member or Officer shall not be personally liable to RePublic Schools for damages for breach of any duty owed to RePublic Schools, its beneficiaries, or the Board, except that nothing contained herein shall relieve a Board member or Officer from liability for breach of a duty based on an act of omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

ARTICLE XI
Charter School Service Agreement

Contemporaneously with the adoption of these Second Amended and Restated Bylaws, Republic Schools has entered into a Charter School Service Agreement (the "CMO Agreement") with Republic Schools, Inc., a Mississippi not-for-profit corporation ("RSI"), pursuant to which RSI will act as the Charter Management Organization ("CMO") for each of the Schools of Republic Schools, with RSI to have the primary responsibility for the day-to-day management of the Schools, all in accordance with the terms of the CMO Agreement. The CMO Agreement may only be amended or terminated by a vote of 2/3 of the RSN Directors then in office.

APPROVED BY THE BOARD OF DIRECTORS ON

February 18, 2016

Alan P. Gilson
SECRETARY OF THE BOARD OF DIRECTORS