



BYLAWS of the ELGIN CHARTER SCHOOL INITIATIVE AMENDED AND RESTATED

The Board of Directors, pursuant to Article VIII of the Bylaws of ELGIN CHARTER SCHOOL INITIATIVE, has adopted the following Amended and Restated Bylaws of ELGIN CHARTER SCHOOL INITIATIVE effective January 29, 2017 until otherwise amended, altered, revised or repealed.

ARTICLE I. NAME

The name of the Corporation shall be the ELGIN CHARTER SCHOOL INITIATIVE D/B/A ELGIN MATH AND SCIENCE ACADEMY.

ARTICLE II. MISSION

At EMSA, students and teachers will reach their highest potential through active exploratory learning and social responsibility.

ARTICLE III. PURPOSES

Section 1. Not for Profit. The Corporation is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986.

Section 2. Purposes. The purposes of the Corporation are educational and charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended including but not limited to the establishment of a Charter School under the auspices of the State of Illinois.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

c. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis race; color; creed; religion; national origin; sex; sexual orientation; age; ancestry; marital status; military status; order of protection status; unfavorable military discharge; citizenship status provided the individual is authorized to work in the United States; use of lawful products while not at work; being a victim of domestic or sexual violence; genetic information; physical or mental handicap or disability, if otherwise able to perform the essential functions of the job with reasonable accommodation; pregnancy, childbirth, or related medical conditions; and other legally protected categories.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Illinois within the boundaries of Kane, DuPage or Cook Counties, a registered office and a registered agent whose office shall be identical with such registered office.

ARTICLE V. MEMBERS

The Corporation shall have no members.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors which may delegate authority to specified officers and other designated personnel.

Section 2. Number, Tenure and Qualifications. The number of Directors shall consist of not less than seven and not more than fifteen individuals.

Section 3. Term. The term for Directors is two years, except that the term for parent Directors is one year. Each Director shall hold office until the end of his or her respective term, resignation, removal, or until his or her successor shall have been elected and qualified. No Director may serve for more than three consecutive terms, excluding any ex-officio tenure. Terms shall be staggered so that not more than fifty percent of Directors shall be up for election in any year. Directors on the founding board may elect to serve one or two year terms to effect sufficient term staggering.

Section 4. Board Composition. One Director shall be the elected chair of EMSA's parent council. One additional Director may be a parent of a child currently enrolled at EMSA as elected by the parents of children currently enrolled at EMSA. The Board of Directors may also elect ex-officio Directors, including a member of the U-46 Board of Education, from time to time, such Directors being allowed to attend and participate in all open sessions of board meetings but not being allowed to vote.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on dates to be determined by the Board, for no less than ten (10) regular meetings each year. The meeting agenda will be posted according to the Illinois Open Meetings Act. The annual meeting of the Board of Directors shall be held on the date corresponding to the date that the regular meeting scheduled for October would otherwise be held.

Section 6. Attendance at Meetings. All Board members will receive a copy of the Attendance Policy. A board attendance problem exists if a member has two absences in a row or the member misses one quarter of the total number of board meetings during one of their terms.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or a majority of Directors. The location, notification, and posting of the meeting must adhere to the Illinois Open Meetings Act. Notice shall be given to all Directors via email if within a week of the meeting, or telephone, in addition to email, if less than a week from the date of the meeting.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that, if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 9. 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 statute, these bylaws, or the Articles of Incorporation. No Director may act by proxy on any matter of Board governance.

Section 10. Election of Directors. Directors shall be nominated in accordance with the stated board-approved nominating policy. Directors shall be elected by the Board of Directors at any meeting of the board of Directors by a majority of the Directors currently in office. A Director elected to fill an unexpired term shall have tenure only to the end of such term.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a Directorship so created shall be filled in some other manner, in which case such provision shall control. When a vacancy reduces the membership of the Board to less than seven members, the Board of Directors shall endeavor to fill any vacancy within 90 days by electing a new member.

Section 12. Resignation and Removal of Directors. A Director may resign at any time by delivering a written resignation to the Chair of the board or to the organization at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. To facilitate the election of new Directors, the organization formally encourages Directors intending to resign or to decline nomination to provide notice of the Director's intent as much in advance of the annual meeting as possible. Any Director may be removed from office with or without cause by an affirmative vote of the majority of the Directors then in office.

Section 13. Compensation. Members of the Board of Directors shall not receive any salary for their services as members of the Board, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII. COMMITTEES

Section 1. Committee Establishment. The Board of Directors may by resolution designate standing committees, ad hoc committees, and task forces as it deems necessary for the effective governance of the corporation. Each committee, whether created by such resolution or provided for in Section 2 of this Article, shall consist of two or more Directors and may be chaired by a Director. Board committees and task forces act as recommending bodies to the Board of Directors and do not have authority to approve governance or management issues. With the exception of the Executive Committee, appointments to committees, task forces, or other bodies shall be by the Board Chair. Any member of such bodies may be removed by the Board Chair whenever in the judgment of the Chair the best interests of the Corporation would be served by such removal. Staff members assigned to such bodies are to be considered advisory, and not members of said bodies, unless specifically appointed as a member.

Section 2. Standing Committees. The Corporation shall have the following standing committees, all members of which, unless otherwise noted, will be appointed by the Chair:

- (a) Executive Committee. The Executive Committee shall consist of all officers of the Corporation and any other individuals appointed by the Chair and approved by the Board of Directors. The committee shall be chaired by the Chair and shall be fully authorized, unless such authority be otherwise specifically limited by the Board of Directors, to act on behalf of the Corporation during the intervals between meetings of the Board of Directors. Actions taken by the Executive Committee shall be reported to the Board of Directors for ratification at the next regular meeting thereof.
- (b) Finance Committee. The Finance Committee members shall be appointed by the Chair and shall include the Treasurer. It shall be responsible for working with the principal and EMSA's business manager to create the upcoming fiscal year budget, presenting budget recommendations to the board, monitoring implementation of the approved budget on a regular basis, recommending proposed budget revisions, recommending to the board appropriate policies for the management of the organization's assets. The Finance Committee will be responsible for assisting the Corporation in the interviewing and selecting of accounting professionals to conduct the annual audit and reviewing any recommendations of the audit and reviewing insurance coverage and insurance companies for the Corporation.
- (c) Academic Excellence Committee. The Academic Excellence Committee members shall be appointed by the Board Chair. The Board Policy will define the Committee's responsibilities, makeup, and meeting frequency. The Committee has the primary responsibility for working with the Principal to define academic excellence, ensure that all board members know the charter promises that were made to the community and the authorizer and to devise clear and consistent measures to monitor these goals.
- (d) Governance Committee. The Governance Committee members shall be appointed by the Board Chair. The Board Policy will define the Committee responsibilities, make up, and meeting frequency. The Governance Committee has primary responsibility for matters pertaining to board of Directors recruitment, nominations, orientation, training, and evaluation in accordance with these bylaws as well as policies and practices approved by the Board of Directors.
- (e) Development Committee. The Development Committee members shall be appointed by the Board Chair. The Board Policy will define the Committee responsibilities, makeup, and meeting frequency. The Committee will assume the primary responsibility for raising non-grant funds to support EMSA's mission.

- (f) Principal Support and Evaluation Committee. The Principal Support and Evaluation Committee members shall be appointed by the Board Chair. The Board Policy will define the Committee responsibilities, makeup, and meeting frequency. This committee assumes the primary responsibility for developing and implementing a year-round process to strengthen the board's support, evaluation, and partnership with EMSA's principal.

Section 3. Other Bodies. The Board of Directors by resolution may designate commissions, task forces, advisory bodies or other such bodies not having or exercising the authority of the Board of Directors in the management of the Corporation. The Board of Directors shall from time to time designate by resolution the scope and authority of any such body. Except as otherwise provided in such resolution, members need not be Directors of the Corporation, and the Chair shall appoint the members thereof.

Section 4. Blank.

Section 5. Term of Office. Each member of a committee or other body shall continue until the member resigns, is removed or ceases to qualify as a member thereof, unless the committee or other body is sooner terminated.

Section 6. Chairperson. Unless otherwise specified in this Article VI, one member of each committee or other body shall be appointed chairperson by the Chair of the Corporation.

Section 7. Vacancies. Vacancies in the membership of any committee or other body may be filled by appointments in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or other body, a majority of the entire committee shall constitute a quorum, and the act of a majority of the members present at a meeting in which a quorum is present shall be the act of the committee or other body.

Section 9. Subcommittees or Sub-Bodies. Each committee or other body may create by resolution sub-committees or sub-bodies to assist in fulfilling its purpose, which subcommittees or sub-bodies shall operate in accordance with such resolution. The chairperson of the particular committee or body shall appoint the chairperson of each its sub-committees or sub-bodies.

ARTICLE VIII. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, a Vice-Chair, a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Not more than two offices may be held by the same person.

Section 2. Election and Term of Office. The governance committee shall present a slate of officers to the Board of Directors. All officers shall be elected by the Directors at their annual meeting and shall hold office for the term of one year. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. A Director may serve more than one term in the same office, but no more than three consecutive terms in the same office.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Qualifications. Whenever possible, board members shall be sought who bring the skills, expertise, perspective, and qualifications, as established by the board and delineated in an annual board recruitment plan.

Section 5. Chair. The Chair shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she oversees implementation of board and organizational policies and ensures that appropriate administrative practices are established and maintained. The specific responsibilities of the Chair are defined in the Board Policy.

Section 6. Vice-Chair. The Vice-Chair shall assist the Chair in the discharge of his or her duties as the Chair may direct, and shall perform such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The specific responsibilities of the Vice-Chair are defined in the Board Policy.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation and shall help the board to meet its financial oversight responsibilities. The Treasurer is the chair of the finance committee and shall ensure the presentation of timely and meaningful financial reports to the board and the development of an annual budget and its submission to the board for its approval. The specific responsibilities of the Treasurer are defined in the Board Policy.

Section 8. Secretary. The Secretary shall provide direction for the keeping of legal documents including minutes of all meetings of the board. The specific responsibilities of the Secretary are defined in the Board Policy.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Board Chair and countersigned by the Vice-Chair or Secretary of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors, or person designated by the Board of Directors, or an officer of the Corporation, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE X. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XII. NO CORPORATE SEAL

The Corporation shall not have nor use a corporate seal.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. INDEMNIFICATION

Section 1. Indemnification of Officers and Directors. The Corporation may indemnify all officers and Directors of the Corporation to the fullest extent permitted by the Illinois General Not for Profit Act. In each specific instance, the Corporation shall indemnify an officer or Director if authorized by a resolution of the Board of Directors to do so.

Section 2. Insurance. The Corporation is entitled to purchase insurance for purposes of the indemnifications provided in this Article to the full extent as determined from time to time by the Board of Directors.

ARTICLE XV. AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action must be adopted by no less than two-thirds of the members of the Board of Directors at a regular meeting for which written notice of the purpose shall be given; provided, however, that no amendment to the bylaws may be adopted unless such amendment is first presented for consideration at a prior regular meeting of the Board of Directors. The bylaws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

ARTICLE XVI. CONFLICTS OF INTEREST

The Directors shall abide by the Corporation's conflict of interest policy which shall be in writing and reviewed on an annual basis. The policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.