



Academy of Collaborative Education

Board Meeting

Published on January 12, 2025 at 6:18 PM CST

Date and Time

Wednesday January 15, 2025 at 3:30 PM CST

Location

Academy of Collaborative Education
505 Glenmar Avenue
Monroe, LA 71201

<https://us06web.zoom.us/j/86737566368>

Pursuant to Louisiana Open Meetings Law - La. R.S. 42:19, notice is hereby given to the members of the Board of Directors of Academy of Collaborative Education and to the general public that the Board will hold a regular, special, or re-scheduled meeting, open to the public as specified below. To ensure compliance with the Open Meeting Law, recipients of this message should not forward it to other Board members, and Board members should not reply to this message.

Agenda

	Purpose	Presenter	Time
I. Opening Items			3:30 PM
A. Record Attendance		Holly Allen	2 m

	Purpose	Presenter	Time
B. Call the Meeting to Order		Amy Marcus	1 m
C. Approve Minutes	Approve Minutes	Amy Marcus	5 m
Approve minutes for Board Meeting on November 20, 2024			
D. Tammy Morgan-guest today/due diligence relative to the CSP		Amy Marcus	5 m
II. Staff and Students Report			3:43 PM
A. Staff vacancies, interviews, substitutes, pre-existing staff covering classes, and student count	FYI	Karen Roberson	10 m
III. Academic Excellence			3:53 PM
A. Preparation for standardized testing (LEAP, LEAP CONNECT, ETC.)	Discuss	Karen Roberson	5 m
B. 1) 2nd 9-weeks staff survey and 2) Progress toward IEP Goals	Discuss	Carmen Parks	5 m
IV. CEO Support And Eval			4:03 PM
A. Board and CEO/ED SURVEY	FYI	Amy Marcus	5 m
V. Facility/Development			4:08 PM
A. Reconfiguration of existing classrooms to accommodate 6th-grade 2025-2026	FYI	Rob Turner	5 m
B. Plans for expansion for 7th and 8th grades	FYI	Rob Turner	5 m
C. Set meeting schedule	Discuss	Rob Turner	5 m
Rob, Karen, Joellen, and Richard			
VI. Finance			4:23 PM
A. Elect Treasurer	Vote	Amy Marcus	5 m
B. Financials	Discuss	Latner McDonald	10 m

	Purpose	Presenter	Time
C. CSP Grant update: expenditures, allocations, and draw-downs thus far	Discuss	Joellen Freeman	10 m
D. Progressive credit line	Discuss	Joellen Freeman	5 m
VII. Fundraising/Development			4:53 PM
A. Fundraising and Capital Campaign Update	FYI	Madison Bachhofer	5 m
VIII. Governance			4:58 PM
A. Governance update and scheduling set meetings Holly, Joellen, and Kara	FYI	Kara Maggorie	5 m
B. Material Amendment for expansion	FYI	Joellen Freeman	5 m
C. Legacy Seat and Term Limit amendments	Vote	Richard Cannon	10 m
IX. Other Business			5:18 PM
A. Do we have any further business?	Discuss	Amy Marcus	5 m
X. Closing Items			5:23 PM
A. Adjourn Meeting	Vote	Amy Marcus	5 m
Motion to adjourn? Second? Our next board meeting will be on February 19th at 3:30.			

In accordance with the Americans with Disabilities Act, if you need special assistance at a public meeting of Academy of Collaborative Education, please contact Joellen Freeman at jcfreeman@aceforasd.org describing the assistance that is necessary.

Coversheet

Approve Minutes

Section: I. Opening Items
Item: C. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for Board Meeting on November 20, 2024

APPROVED



Academy of Collaborative Education

Minutes

Board Meeting

Date and Time

Wednesday November 20, 2024 at 3:30 PM

Location

Academy of Collaborative Education
505 Glenmar Avenue
Monroe, LA 71201

Pursuant to Louisiana Open Meetings Law - La. R.S. 42:19, notice is hereby given to the members of the Board of Directors of Academy of Collaborative Education and to the general public that the Board will hold a regular, special, or re-scheduled meeting, open to the public as specified below. To ensure compliance with the Open Meeting Law, recipients of this message should not forward it to other Board members, and Board members should not reply to this message.

Directors Present

Amy Marcus, Carmen Parks, Holly Allen (remote), Joellen Freeman, Latner McDonald, Richard Cannon

Directors Absent

Kara Maggorie

Ex Officio Members Present

Karen Roberson

Non Voting Members Present

Karen Roberson

Guests Present

Charmaine (remote), Chelsea Hatok (remote), Chloe Marcus (remote), Dawn Stanfield, Diamond Melton, Jasmine Frazier (remote), Kelsea Hebert (remote), Madison Bachhofer

I. Opening Items

A. Record Attendance/Establish Quorum

B. Call the Meeting to Order

Amy Marcus called a meeting of the board of directors of Academy of Collaborative Education to order on Wednesday Nov 20, 2024 at 3:30 PM.

C. Approve Minutes

Richard Cannon made a motion to approve the minutes from Board Meeting on 10-23-24. Latner McDonald seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Amy Marcus	Aye
Kara Maggorie	Absent
Holly Allen	Abstain
Carmen Parks	Aye
Latner McDonald	Aye
Richard Cannon	Aye
Joellen Freeman	Abstain

II. Governance

A. Open Meeting Law (Sunshine Law)

Discussion led by Holly Allen re: Overview of Louisiana Open Meeting Law.

B. Nominate and vote Rob Turner onto the board

Richard Cannon made a motion to Nominate and Vote Rob Turner to the Board.

Holly Allen seconded the motion.

The board **VOTED** to approve the motion.

Roll Call

Kara Maggorie	Absent
Latner McDonald	Aye
Holly Allen	Aye

Roll Call

Carmen Parks Aye
Richard Cannon Aye
Amy Marcus Aye

C. Set Schedule for Committee Meetings

Holly Allen to connect with Kara Maggorie to discuss meeting schedule.

D. Amendment of By-Laws Regarding Term Limits

Discussion led by Richard Cannon. Currently working with Melissa Grand to amend ACE bylaws re: term limits of ACE Board members. Expected amendment to provide for 3-year terms with no limit on the number of terms.

E. Creation of a Legacy Seat on the Board

Discussion led by Richard Cannon. Currently working with Melissa Grand to amend ACE bylaws re: creation of ACE Board Legacy Seat to be filled by descendent of Richard and Maddie Cannon.

F. Progress update on submission of the amendment to include middle school

Discussion led by Joellen Freeman per below.

G. Approval for Joellen and Amy to act on behalf of the board, in communication with LDOE and contractually with BESE, relative to the submission request to BESE of the Material Amendment to add 6-8th grades

Latner McDonald made a motion to Approve Joellen and Amy to act on behalf of board with BESE re: amended to Charter to add 6-8 grades.

Richard Cannon seconded the motion.

Discussion led by Joellen Freeman. Questions from parent re: building capacity. ACE campus and student population not even close to maximum capacity. Addition of middle school grades will not exceed capacity. Need to amend charter to add middle school 6-8 grades. Plan is to incorporate 6th grade in 2025, 7th grade in 2026 and 8th in 2027.

Considering any needed construction/remodeling of current space.

The board **VOTED** to approve the motion.

Roll Call

Latner McDonald Aye
Holly Allen Aye
Richard Cannon Aye
Carmen Parks Aye
Kara Maggorie Absent

H. Approve change of Open Enrollment date from Feb. 1, 2025 to Dec. 1, 2024

Richard Cannon made a motion to Change Open Enrollment Date.

Amy Marcus seconded the motion.

Discussion led by Joellen Freeman. Purpose of Open Enrollment date change is to provide more time to complete student admission review.

The board **VOTED** to approve the motion.

Roll Call

Carmen Parks	Aye
Richard Cannon	Aye
Latner McDonald	Aye
Joellen Freeman	Abstain
Amy Marcus	Aye
Holly Allen	Aye
Kara Maggorie	Absent

III. Academic Excellence

A. Staff Attendance and Satisfaction

Discussion led by Joellen Freeman. Staff survey sent to all staff requesting comments and experience with ACE. Sought suggestions to improve/change. Received great suggestions that have already been implemented, such as car pick up, hall monitors, continuing education, etc.

Discussion of different efforts/measures to support staff, highlight good work and encourage teamwork. Working to compile "substitute teacher list" to provide relief to staff.

B. SFACS VISIT

Principal Karen Roberson: Discussed SFACS visit. Attendees were Karen Roberson, Richard Cannon, and Joellen Freeman. Excited to incorporate things learned. SFACS has strong focus on teaching staff, parents, etc. SFACS selects a single, functional skill each year and provides intensive education to staff/parents/students on the skill. Discussed SFAC's "substitute list" and development of same.

IV. Fundraising

A. River Rat Paddle Challenge update

Discussion was led by Dr Dawn Stanfield. Next year is scheduled for September 20, 2025.

B. Dr. Stanfields's special guest will present a check to ACE.

V. Finance

A. CSP Grant progress

Discussion led by Joellen Freeman. We continue to work with Mike Dunn. Working to submit budget to LDOE and anticipate drawing down from Grant in 2025.

VI. Staff and Students Report

A. Health of ACE

Discussion led by Principal Roberson. Staff Count - Fully staffed except 1 line tech.
Discussion with parent of age requirements to fill.
Student Count - 93 total after Thanksgiving break.
Playground looks good and kids love. Space hinders our ability to include swings.

VII. Other Business

A. Distinguished Visitors

Discussion led by Richard Cannon. Site visit by Dr. Cade Brumley, Dr. Nathan Morris, Mike Echols and Representative Schlagel. All seemed impressed with our school and what we are doing.

Lesley Durham has since visited. Sympathetic to ACE's needs and

Richard Cannon and Joellen Freeman to meet at capital to meet with LDH leaders tomorrow.

Rhonda Butler, current chair of Rural Dev. Committee

B. Creation of Advisory Board

Discussion led by Richard Cannon. Discussed creation of Advisory Board with Dr. Moody. ACE Board needs to put together a clear definition of what we are looking for and a list of potential persons on Board. Continue discussions and considerations.

Question posed re: communication about critical meetings with Parents so they can submit questions, if any. Will consider options and best ways.

VIII. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 4:57 PM.

Respectfully Submitted,

Holly Allen

Richard Cannon made a motion to Adjourn Meeting.

Latner McDonald seconded the motion.

The board **VOTED** to approve the motion.

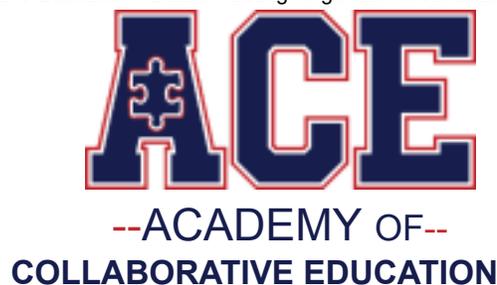
Roll Call

Carmen Parks	Aye
Holly Allen	Aye
Latner McDonald	Aye
Richard Cannon	Aye
Kara Maggorie	Absent
Amy Marcus	Aye

Coversheet

Financials

Section: VI. Finance
Item: B. Financials
Purpose: Discuss
Submitted by:
Related Material: ACE Financial Statements - November 2024.pdf



Financial Overview – 11/30/24

November Financial Statements

- Actual operating surplus for the five months ended 11/30/24 is \$196,602
- All comparisons to budget are to the original budget submitted to LDOE based on 99 students. A revised budget is being prepared based on latest information.
- Actual total revenue for the five months ended 11/30/24 is \$1,301,166 vs. YTD budgeted revenue of \$1,343,238 for the same period
 - MFP Revenue YTD is \$595,330 vs YTD budget of \$692,860 - budgeted MFP is based on 99 students.
 - Title I, II, IV and IDEA represent accruals through Q1
 - State Restricted Funds of \$28,174 represents funding for stipends that must be passed through to staff
 - Other Federal Program Grants of \$423,858 represents CSP grant accruals for July October
 - YTD Charitable contributions total \$177,924.
- Actual total expense for the five months ended 11/30/24 is \$1,104,565 vs. YTD budgeted expenses of \$1,343,238 for the same period
 - Salaries and benefits expense total \$530,454 vs YTD budget of \$757,922 – the variance is partially due to employee start dates & open positions, lower benefit costs
 - Professional fees total \$350,116 compared to YTD budget of \$329,053 – legal fees significantly more than originally budgeted.
 - Property costs less than YTD budget because rent did not begin until 9/30/24
 - Supplies/Curriculum/Books over YTD budget mostly due to purchases upfront in the year.
 - Miscellaneous costs slightly over YTD budget

Other financial items:

CSP Grant – revised grant budget has been approved by LDOE; reimbursement requests being submitted week of 1/6/25.

24-25 Budget Revision is being prepared based on updated enrollment, grants, and spending – should have a draft the week of 1/13/25.

Academy of Collaborative Education Statement of Revenues & Expenses vs

Budget July - November, 2024

	Year-To-Date	Annual Actual as	
		Actual Budget	Budget % of Budget
Revenue			
1000 Local Revenue			
1510 Interest Income	14 0		
1920 Charitable Contributions	177,924	454,283	
1993 E-rate revenue		1,090,279	
1999 Other Revenue	20,533		
	41,647	2,242	
	5,380		
Total 1000 Local Revenue	240,118	456,525	1,095,659
			22%
3000 State Revenue			
1994 MFP Revenue - Local	221,735	237,379	
3110 MFP Revenue - State	569,709	373,595	455,481
3290 State Restricted Funds	28,174		
	0		
Total 3000 State Revenue	623,504	692,860	1,662,863
			37%
4000 Federal Revenue			
1991 Medicaid	3,282	158,277	
4531 IDEA B Grant	379,865	3,939	9,534
4541 Title I		22,882	
Grant	2,484	21,480	
4544 Title IV Grant	51,553	2,500	2,083
4545 Title II Grant		5,000	1,481
4590 Other Federal Program Grants	2,478	5,948	
	423,858	0	
Total 4000 Federal Revenue	437,544	193,853	465,248
			94%
Total Revenue	1,301,166	1,343,238	3,223,770
			40%

Expenditures			
Total 100 Salaries & Wages	442,477	641,875	
Total 200 Employee Benefits	1,540,500	29%	87,977
Total 300 Professional Services	278,513	32%	350,116
Total 400 Purchased Property	789,728	44%	116,047
Total 500 Other Purchased Services	50,103	81,434	
Total 600 Supplies	195,442	26%	24,526
Total 642 Curriculum/Books	106,079	81,245	74,351
Total 700 Property	194,988	54%	178,442
Total 800 Miscellaneous Expenses	21,514	10,417	14%
Total Expenditures	1,104,565	1,343,238	3,223,770
			34%

Net Revenue 196,601 0 0

Academy of Collaborative Education

Statement of Revenues & Expenses

July - November, 2024



Revenue

1000 Local Revenue

1510 Interest Income 14 1920 Charitable Contributions 177,924 1993 E-rate revenue 20,533 1999 Other Revenue 41,647

TOTAL

Total 1000 Local Revenue 240,118 3000 State Revenue

1994 MFP Revenue - Local 221,735 3110 MFP Revenue - State 373,595 3290 State Restricted Funds 28,174

Total 3000 State Revenue 623,504 4000 Federal Revenue

1991 Medicaid 3,282 4531 IDEA B Grant 3,939 4541 Title I Grant 2,484 4544 Title IV Grant 2,500 4545 Title II Grant 1,481 4590 Other Federal Program Grants 423,858

Total 4000 Federal Revenue 437,544 Total Revenue \$1,301,166 GROSS PROFIT **\$1,301,166** Expenditures

100 Salaries & Wages

111-2400 Other School Administrators 28,077 111-2410 Principal 28,269 111-2430 CEO 36,539 112-1210 Teachers - SPED 192,407
 113-2152 Speech Therapist 2,145 113-2161 Occupational Therapist 28,165 114-2400 Clerical - School Administration 11,539 115-1210
 Paraprofessionals - SPED 94,604 116-2620 Custodians 3,710 116-3100 Food Service Worker 2,128 118-2134 School Nurse 14,896

Total 100 Salaries & Wages 442,477

Accrual Basis 1/3

Academy of Collaborative Education

Statement of Revenues & Expenses

July - November, 2024



TOTAL

200 Employee Benefits

210 Group Insurance 10,867 210-1100 Group Insurance - Regular Education 160 210-1210 Group Insurance - SPED 10,917 210-2160
 Group Insurance - OT/PT 5,576 210-2400 Group Insurance - Admin 6,898 210-2690 Group Insurance - Facilities 3,481

Total 210 Group Insurance 37,899 220 Social Security Taxes

220-1210 Social Security Taxes - SPED 32,979 220-2130 Social Security Taxes - Health Services 1,617 220-2160 Social Security Taxes
 - OT/PT 2,623 220-2400 Social Security Taxes - Admin 9,454 220-2690 Social Security Taxes - Facilities 362 220-3100 Social Security
 Taxes - Food Service 295

Total 220 Social Security Taxes 47,330 260 Workers Compensation Insurance

260-2690 Workers Comp - Facilities 2,748 **Total 260 Workers Compensation Insurance 2,748 Total 200 Employee Benefits 87,977**

300 Professional Services 569 300-1210 Professional Services - SPED 210,605 300-2110 Professional Services - Data 14,200 300-2211
 Professional Svcs - Staff Instruction SPED 4,680 300-2400 Professional Services - School Admin 24,288 300-2510 Professional Services
 - Finance 18,107 300-2830 Professional Services - HR 1,820 300-2840 Professional Services - Technology 24,757 332-2310 Legal Fees
 51,092 **Total 300 Professional Services 350,116** 400 Purchased Property Services

411-2620 Water & Sewage 3,508 421-2620 Disposal Services 1,325 424-2630 Lawn Care/Grounds 850 430-2400 Repairs &
 Maintenance - Admin 3,404 430-2620 Repairs & maintenance 3,618 441-2620 Building Rental 37,050 442-2400 Equipment Rental -
 Admin 347 **Total 400 Purchased Property Services 50,103**

Accrual Basis 2/3

Academy of Collaborative Education

Statement of Revenues & Expenses



July - November, 2024

TOTAL

500 Other Purchased Services

500-2720 Student Transportation 3,750 500-2730 Student Transportation - SPED 14,750 521-2310 Liability insurance 3,496 530-2400 Phone/Internet/Postage - Admin 2,530

Total 500 Other Purchased Services 24,526 600 Supplies

610-1210 Supplies - Special Education 354 610-2170 Materials & Supplies - Support Child Specific 26 610-2400 Supplies - School Admin 40,050 610-2620 Supplies - Facilities 8,864 615-2400 Technology Supplies - School Admin 35,992 621-2620 Natural Gas 307 622-2620 Electricity 20,486

Total 600 Supplies 106,079 642 Curriculum/Books

642-1100 Curriculum/Books - Regular Education 1,084 **Total 642 Curriculum/Books 1,084** 700 Property & Equipment (over \$5,000) 21,514 800 Miscellaneous Expenses 6,322

800-2400 Miscellaneous Expenses - Admin 12,798 810-2400 Dues & Fees - Admin 1,569 **Total 800 Miscellaneous Expenses 20,689**

Total Expenditures \$1,104,564 NET OPERATING SURPLUS \$196,602 NET SURPLUS \$196,602

Accrual Basis 3/3

Academy of Collaborative Education

Statement of Financial Position

As of November 30, 2024



TOTAL

ASSETS

Current Assets

Bank Accounts

101 Operating Bank Account - Cross Keys 9,865 102 Operating Bank Account - Progressive Bank 9642 95,231 103 Development Bank Account - Progressive Bank 9685 43,532

Total Bank Accounts \$148,628 Accounts Receivable

141 Accounts Receivable (A/R) 611,130 **Total Accounts Receivable \$611,130** Other Current Assets

145 Due from(to) Friends of ACE -11,584 181 Prepaid expenses 100 **Total Other Current Assets \$ -11,484**

Total Current Assets \$748,275 Other Assets

191 Deposits 81,731 **Total Other Assets \$81,731** **TOTAL ASSETS \$830,006**

LIABILITIES AND NET ASSETS

Liabilities

Current Liabilities

Accounts Payable

421 Accounts Payable (A/P) 132,551 **Total Accounts Payable \$132,551** Credit Cards

430 Crddit Card Payable -561 **Total Credit Cards \$ -561** Other Current Liabilities

499 Accrued Expenses 9,000 Direct Deposit Payable 602 Payroll Liabilities -2,903

Total Other Current Liabilities \$6,699 **Total Current Liabilities \$138,689** **Total Liabilities \$138,689**

Accrual Basis Tuesday, January 7, 2025 05:45 PM GMT-06:00 1/2

Academy of Collaborative Education

Statement of Financial Position

As of November 30, 2024



TOTAL

Net Assets

798 Fund Balance 494,714 Net Operating Surplus 196,602 **Total Net Assets \$691,316** **TOTAL LIABILITIES AND NET ASSETS \$830,006**

Accrual Basis Tuesday, January 7, 2025 05:45 PM GMT-06:00 2/2

Coversheet

Material Amendment for expansion

Section: VIII. Governance
Item: B. Material Amendment for expansion
Purpose: FYI
Submitted by:
Related Material: ACE.middleschool.amendment.pdf



LOUISIANA DEPARTMENT OF EDUCATION

MATERIAL AMENDMENT REQUEST FORM FOR BESE-AUTHORIZED CHARTER SCHOOLS

NON-PROFIT ORGANIZATION: Academy of Collaborative Education

BOARD PRESIDENT/CHAIRPERSON: Amy Marcus

SCHOOL(S) FOR WHICH AMENDMENT IS REQUESTED: Academy of Collaborative Education

CHARTER TYPE: Type 2 Type 4 Type 5

A. Please indicate the type(s) of amendment requested by checking the appropriate box(es) below:	
MATERIAL AMENDMENTS	
A material amendment makes substantive changes to a charter schools governance, operational, or academic structure. If not specifically deemed a non-material amendment in BESE policy or in the charter contract, an amendment is considered material. Material amendments require BESE approval by majority vote unless the school and the content of the amendment meet the requirements listed in Section D of this document.	
<input type="checkbox"/>	Changes in the legal status or management, including the structure of the governing board, a corporate partnership, or assignment of or changes in management organization
<input checked="" type="checkbox"/>	Changes in grade levels served
<input type="checkbox"/>	Changes in student enrollment which result in enrollment in excess of 120% of the total number of students set forth in the school's charter, if applicable
<input type="checkbox"/>	Changes in admission procedures or criteria, if applicable
<input type="checkbox"/>	Changes in any option expressed in the charter contract exhibit with respect to collective bargaining
<input type="checkbox"/>	Changes in school location for Type 2 charter schools
<input type="checkbox"/>	Other, (please explain in Section B below)
B. Please provide a rationale for each of the proposed amendments indicated above, not to exceed one page per amendment. Include any supporting documentation as an attachment.	
See attached rationale	

Louisiana Believes



LOUISIANA DEPARTMENT OF EDUCATION

C. If requesting an amendment to any of the following parts of the charter school contract, please attach an updated version of that document. Templates for each of the following can be found below.

- **Teachers' Retirement System of Louisiana Option**
- **Collective Bargaining Option**
- **Enrollment Projection Table** (if increasing enrollment or adding new grades served)

D. Please include a copy of the board minutes authorizing the material amendment request.

I certify that I have the authority to submit this Charter Contract Amendment Request Form and that all information contained herein is complete and accurate. I understand that material amendments are not considered approved until the Board of Elementary and Secondary Education (BESE) or the Louisiana Department of Education (pursuant to Section 1903(E) of *Bulletin 126, Charter Schools*) officially approves this request, and that non-material amendments are considered approved only after BESE expresses no objection within 10 days of receiving the request during an official meeting. I understand that if this request is not received within the timeframe for inclusion on the current month's BESE meeting agenda, it will be added to the agenda of BESE's next regularly scheduled meeting for consideration. I also understand that this document does not constitute an amendment and that a proposed material amendment approved by BESE shall only be binding on the parties to the charter contract in accordance with the terms and conditions contained in an amendment signed by BESE and the charter operator. I understand that the LDOE may request additional documentation during the material amendment request process in order to fully investigate and understand the request.

Signature of Board President/Chairperson: _____

Date: _____

Submission Instructions: Schools must submit the material amendment request form with all required supporting documentation as one submission by email to charters@la.gov, ensuring that they copy their EPC. Amendments may be submitted at any time, but will be reviewed in a Fall and Spring window in September and February respectively.

Louisiana Believes

Coversheet

Legacy Seat and Term Limit amendments

Section: VIII. Governance
Item: C. Legacy Seat and Term Limit amendments
Purpose: Vote
Submitted by:
Related Material:
Academy of Collaborative Education--Amended and Restated Bylaws (BD redline 11-20-2024).doc
x

FIRST AMENDED AND RESTATED BY-LAWS

ACADEMY OF COLLABORATIVE EDUCATION

A Louisiana Not-for-Profit Corporation

Approved _____

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ARTICLE I PROVISIONS

Section 1.1. Authority to Adopt

These First Amended and Restated By-Laws have been adopted pursuant to authority evidenced by the Articles of Incorporation issued by the State of Louisiana.

Section 1.2. Name

This Corporation is **ACADEMY OF COLLABORATIVE EDUCATION (ACE)**.

Section 1.3. Offices

The principal office of this Corporation shall be initially located in Monroe, Louisiana. The Corporation may also have offices at such other places as the Board of Directors of the Corporation may, from time to time, appoint for the purposes of the Corporation may require.

Section 1.4. Purpose

This Corporation is organized and operated exclusively for educational and charitable purposes. It is not organized for profit, nor shall any of its net earnings inure whole or in part to the benefit of private stockholders, members, or individuals. Specifically, this Corporation is organized to establish and operate one or more charter schools.

Section 1.5. Prohibited

No substantial part of the activities of this Corporation shall attempt to influence legislation by propaganda or otherwise, nor participate in any political campaign on behalf of any candidates for public office.

ARTICLE II ORGANIZATION

Section 2.1. Statement of Purposes

The purpose of this Corporation, as expressed in its Articles of Incorporation, shall be to operate a Louisiana public charter school and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to other educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they know exist or as they may hereafter be amended.

Section 2.2. Dissolution

In the event of the dissolution of the Corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation and after disposing of all remaining assets according to the application of Louisiana law, shall dispose of all of the remaining assets of the Corporation, exclusively for 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 provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the parish where 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.

ARTICLE III MEMBERSHIP

Section 3.1. Members

This Corporation is a non-profit, non-stock corporation.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Management

All powers of this corporation shall be exercised by and under the authority of the Board, and the Corporation's property, business, and affairs shall be managed under the Board's direction. Except as expressly set forth to the contrary herein, the Board may not take any action except upon the approval by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 4.2. Number of Directors

The Board shall consist of no less than seven (7) and no more than nine (9) members, and it shall have three (3) classes of members; Class 1 Members shall be appointed by the Board, and at least one Class 2 member shall be nominated by the Parent Volunteer Organization with children/grandchildren enrolled in the charter school and final appointment shall be made by Class 1 members of the Board. The Class 3 member shall be a legacy board member, meaning the surviving spouse of Madelyn Cannon (the founding board member of ACE) or a descendant of the surviving spouse and Madelyn Cannon ("Class 3 Director"). The number of Directors (regardless of Class-type) may be fixed, and increased or decreased, by resolution adopted by a majority of the Board of Directors, but at no point shall the number of Directors be less than seven (7) members. Each Director, regardless of the Class-type, is entitled to one (1) vote when transacting any business on behalf of the Corporation.

Section 4.3. Nomination of Directors

At least one month before a regular meeting, the Board may appoint a nomination committee to consist of at least two (2) Board members. The nomination committee will compile and submit to the Board a slate of candidates for the Directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named. Class 2 members shall be nominated by parents/grandparents involved in the Parent Volunteer Organization with children/grandchildren enrolled in the school and voted upon by the Board. The members of the Board shall accept the nomination and election of the parents/grandparents for

Class 2 Board members unless the Board's appointment of a Class 1 member selected by such method shall cause a breach of any lawful requirement of the charter school. There shall be at most three (3) Class 2 members of the Board of Directors. The Class 3 member seat shall be reserved for the surviving spouse of Madelyn Cannon (the founding board member of ACE) or a descendant of the surviving spouse and Madelyn Cannon.

Section 4.4. Election of Directors

The Board shall elect Directors by a majority vote of the Board at any regular or special meeting where a quorum is present. The Class 3 Director will be elected to the Board of Directors as of the date of these First Amended Bylaws.

Section 4.5. Limits of Term

Class 1 and Class 2 Directors shall serve three (3) year terms and shall be up for re-election every three years. At each subsequent annual meeting of the Board, the Members shall elect Directors to serve a term of three (3) years beginning at the adjournment of that annual meeting and continuing through the expiration of their respective terms or until their successors have been elected and qualified. There is no limit to the number of terms to which a Member can be reelected as a Director.

The Class 3 Director's term shall be for a period of five (5) years, and the Class 3 Director shall be re-elected to the seat until and unless the Class 3 Director resigns from the Board in accordance with Section 4.7. The Class 3 Director will be re-elected to the seat every five (5) years.

Section 4.6. Vacancies

Vacancies occurring during the term of an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 4.4 hereinabove. A Director elected to fill a vacancy shall hold office for the remainder of his predecessor's term. A vacancy in the Class 3 Director seat shall not be filled, and shall remain empty, if the Class 3 Director resigns from the Board in accordance with Section 4.7.

Section 4.7. Resignation or Removal of Directors

A Director of the Corporation may resign at any time by tendering his or her resignation in writing to the Chairman or Secretary, whose resignation shall become effective upon the date specified therein, or if no date is determined, upon receipt by the Corporation at its principal place of business. Acceptance of such resignation shall not be necessary to make it effective. The Board, by a majority vote, may remove, with or without cause, any Director (other than the Class 3 Director) and precisely, but not by way of limitation, may terminate any Director from the Board (other than the Class 3 Director) for failing to attend one-quarter of the total Board meetings during one of their term years. The Class 3 Director shall not be removed by the Board, and may only resign from the Board by tendering his resignation in writing to the Chairman or Secretary of the Corporation.

Section 4.8. Compensation of Directors

Directors will not receive compensation for services other than reimbursement of actual expenses incurred while fulfilling duties as a Board Director.

Section 4.9. Place of Meetings.

The Directors of the Corporation shall hold all meetings at locations in compliance with the Louisiana Open Meetings Laws.

Section 4.10. Annual Meetings of the Board

The annual meeting of the Board shall be held in July.

Section 4.11. Special Meetings

Special meetings of the Board may be called at any time by the Chairman of the Corporation. Notice shall be given in compliance with the Louisiana Open Meetings Laws. Attendance of a Director at a meeting 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 on the grounds that the meeting is not lawfully called or convened. The notice shall set forth the time, place, and purpose. The business to be transacted at any special meeting shall be limited to those items outlined in the notice or waiver thereof.

Section 4.12. Regular Meetings

Regular meetings of the Board shall be held in compliance with the Louisiana Open Meetings Laws.

Section 4.13. Quorum and Action of the Board

A majority of Directors must be present in person to constitute a quorum for the transaction of business at such meeting. Except as expressly set forth to the contrary herein, the Board may not take any action except upon the approval by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 4.14. General Powers of the Board

In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law or by the Articles of Incorporation or by these Bylaws.

Section 4.15. Duties of the Board of Directors

- A. Establish and approve all policies that implement the objectives of the Corporation.
- B. Hold the organization accountable to its charter and federal, state, and local laws.
- C. Setting long-range organizational goals and developing strategic plans to meet them.
- D. Review, approve, and submit the school's operational budget and annual report to the State.
- E. Approve the selection of a certified public accountant to perform an independent annual audit of the funds of the Corporation.
- F. Hire and evaluate the Executive Director.

- G. Review, negotiate, and approve major contracts on behalf of the school.
- H. Provide expertise and professional advice in areas such as law, accounting, business, finance, marketing, publicity, and educational programming.
- I. Fundraise for capital and operating expenses, as well as soliciting in-kind contributions.
- J. Promote the school in the local community and to the critical stakeholders involved.
- K. Recruit and elect new Board members if a seat becomes vacant or the need is recognized for additional expertise.
- L. Ensure that the Corporation carries out the fiduciary responsibilities of a not-for-profit, tax-exempt recipient of funds to accomplish the objectives of the Corporation provided in these laws.
- M. Consider and act on any matter presented by a Director.

ARTICLE V OFFICERS

Section 5.1. Number

The Governing Board may have a Chairman, Vice Chairman, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers, as deemed necessary, may be elected or appointed by the Board. The same person may hold any two (2) or more offices. The failure to elect an officer shall not affect the existence of the Corporation. The Executive Director, if appointed, shall serve as the Chief Executive Officer.

Section 5.2. Election and Term of Office

All officers of the Governing Board shall be elected by a vote of the Board as outlined in Section 4.5. hereinabove at the annual meeting of the Board. A duly elected officer shall hold office for a term of one year, commencing July 31st, and until their earlier death, resignation, or removal. All Directors shall hold office until their successors are chosen and qualified.

Section 5.3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise (including removal in the event an officer is not reelected during his term in office) shall be filled by an election by the Board as outlined in Section 4.4 for the remaining unexpired term of such office.

Section 5.4. Resignation or Removal of Officers

An officer of the Corporation may resign at any time by tendering his resignation in writing to the Chairman or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is determined, upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any Board meeting by a majority vote as set forth in Section 4.4 hereinabove.

Section 5.5. Chairman

The Chairman shall preside at all meetings of the Directors and, by virtue of the office, be a member of all committees.

Section 5.6. Vice-Chairman

The Vice-Chairman shall act in the place and stead of the Chairman in the event of the Chairman's absence, inability, or refusal to work, and shall exercise and discharge such other duties as the Board may require.

Section 5.7. Secretary

The Secretary shall keep or cause to be kept of all the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of the meeting of the Board, and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Trustee. The Secretary shall perform such other duties as may be prescribed by the Board.

Section 5.8. Treasurer

The Treasurer shall insure or cause to be certified that a true and accurate accounting of the Corporation's financial transactions is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

Section 5.9. Executive Director

The Executive Director shall be nominated by the Directors and elected by them. The Executive Director shall serve as an ex-officio member on the Board of Directors and all committees appointed by the Directors and shall have direction and management of the Corporation's business and affairs. With the advice and consent of the Board of Directors, the Executive Director shall formulate and implement policy matters and perform such duties as may be assigned by the Board of Directors.

The Executive Director shall have the authority and power to purchase and contract on behalf of the Corporation on all matters deemed needful and convenient for the Corporation, as provided for and approved by the Board, with the exception of real property. The Executive Director shall be responsible to the Board of Directors and report to them regularly. If the Executive Director's position is unfilled for any reason, then the Chairman shall act in the place of the Executive Director until the Board shall nominate and appoint an Executive Director.

Section 5.10. Other Officers

Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

Section 5.11. Salaries

Officers shall receive no compensation other than reimbursement of actual expenses incurred while fulfilling duties as officers of the Corporation.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 6.1. Committees of the Board

The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these By-Laws, the Chairman shall annually appoint the members, and the chairman of the standing committees shall fill vacancies on any standing committee. Appointments by the Chairman shall be made at the annual meeting of the Board. In addition, the Chairman may, if so authorized by the Board, appoint members and chairman of such special committees as the Board may create, which members and chairperson may include persons who are not members of the Board. The Board must approve all committee appointments and chairperson appointments.

Section 6.2. Standing Committees

Standing committees may be created by resolution of the Board. The purpose, duties, number of members, and reporting requirements of each committee shall be specified in the resolution creating the committee.

Section 6.3. Special Committees

Special committees may be created by resolution of the Board. The purpose, duties, number of members, and reporting requirements of each special committee shall be specified in the resolution creating the committee.

Section 6.4. Committee Members' Term of Office

Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation, or removal as committee members.

Section 6.5. Committee Meetings

Meetings of any committee may be called by the chairperson of such committee or upon the written request of one-third ($\frac{1}{3}$) of the committee members. Committees shall hold all committee meetings at locations in compliance with the Louisiana Open Meetings Laws, and notice shall be given in accordance with Louisiana Open Meetings Laws. Unless otherwise provided in these By-Laws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 6.6. Resignation or Removal of Committee Members

A committee member may resign at any time by tendering his resignation in writing to the Chairman of the Board. The Board, by a majority vote, may remove, with or without cause, any

member from a committee and precisely, but not by limitation, may remove any member from a committee for failing to attend three (3) consecutive committee meetings.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. Indemnification

The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his executor, administrator, and/or heirs) or any person who may have served at its request as a Director or officer, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, proceeding, or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he or she is or is threatened to be made a party because he or she is or was a Director, officer, employee or agent of this Corporation. He or she shall have no right to reimbursement concerning matters in which he or she has begun to be adjudged liable to the Corporation for gross negligence or willful misconduct in performing his or her duties to the Corporation. The preceding right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee, or agent may be entitled.

Section 7.2. Insurance

The Corporation may, subject to applicable law, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who was serving at the request of the Corporation as a Director, officer, employee, or agent against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VII.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSIT BOOKS, AND RECORDS

Section 8.1. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.2. Loans

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be insured in its name unless authorized by a resolution of the Board, which authority may be

general or confined to specific instances. No loans shall be made by the Corporation to Officers or Directors.

Section 8.3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other pieces of evidence 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.

Section 8.4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.5. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of the Board. Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

**ARTICLE IX
FISCAL YEAR**

Section 9.1. Fiscal Year

The Corporation's fiscal year shall begin on July 1 and end on June 30 of each year.

**ARTICLE X
NOTICE**

Section 10.1. General

Whenever, under the provisions of any statute, the Articles of Incorporation, or these By-Laws, notice is required to be given to any Trustee or officer, it shall not be construed to require personal notice; instead, such information may be provided unless otherwise required by these By-Laws, either personally or by depositing the same in a post office box in a postpaid envelope or by electronic transmission, in either case, addressed to such Trustee or officer at his address as the same appears in the records of the Corporation, and three (3) days after the same shall be so mailed or delivered to the Trustee or officer shall be deemed to be the time of the giving of such notice.

Section 10.2. Waiver

Whenever by law, the Articles of Incorporation or these By-Laws notice is required to be given to any Trustee or officer, a waiver thereof in writing signed by the person or persons entitled to such

information, whether before or after the time stated therein, shall be equivalent to the giving of such information. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a forum for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XI
AMENDMENTS

Section 11.1. By Directors

These By-Laws may be amended or repealed wholly or in part, consistent with any By-Laws adopted by the Board at any meeting by an election of two-thirds ($\frac{2}{3}$) of the current membership of the entire Board.

Approved by Academy of Collaborative Education Governing Board on _____.

Board Chair