

Academy of Collaborative Education

Governance Committee Meeting - March 2025

Published on March 15, 2025 at 1:17 PM CDT

Date and Time

Monday March 17, 2025 at 3:30 PM CDT

Location

Academy for Collaborative Education

[505 Glenmar Ave, Monroe, LA 71201](#)

Phone: [\(318\) 327-8223](tel:(318)327-8223) Fax: (318) 327-9223

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		Kara Maggorie	1 m

	Purpose	Presenter	Time
B. Call the Meeting to Order		Kara Maggorie	
C. Approval of Committee Meeting Minutes	Vote	Kara Maggorie	2 m
Approval of the meeting minutes for the February Governance committee meeting.			

II. Governance**3:33 PM**

A. Report: Update on Executive Director Evaluation FYI Progress		Joellen Freeman	5 m
Executive Director provides committee with updates on work done since last meeting to formalize a framework for the Executive Director evaluation.			
B. Amend Bylaws re: Committee Ratification	Vote	Kara Maggorie	8 m
Amend bylaws to create baseline committees structure.			
Motion: Recommend to the full ACE Board of Directors ratification of formation of Board Committees on executive, governance, finance, academic excellence, and facilities, effective as of June 8, 2024			
C. Seconded Amended and Restated Bylaws	Vote	Kara Maggorie	5 m
Motion: Governance Committee recommends approval of Seconded Amended and Restated Bylaws as presented.			
D. Resolution on Contract Signing Authority	Vote	Kara Maggorie	10 m
Draft resolution on contract signing authority for new/midyear contracts greater than \$50,000.			
Motion: Governance Committee recommends that the ACE Board of Directors approve the resolution regarding Contract Signature Authority as presented.			
E. Resolution re: Board Member Background Checks	Vote	Kara Maggorie	8 m
Draft resolution to require all board members, regardless of founding status, complete a LA State Police background check.			
Motion: Governance Committee recommends that the full ACE Board of Directors approve the resolution regarding Board Member Background Checks as presented.			

	Purpose	Presenter	Time
III. Other Business			4:09 PM
A. Committee Meeting Scheduling	Discuss	Kara Maggorie	5 m
Confirm date and time for April 2025 governance committee meeting.			
IV. Closing Items			4:14 PM
A. Adjourn Meeting	Vote	Kara Maggorie	1 m

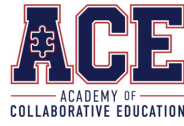
In accordance with the Americans with Disabilities Act, if you need special assistance at a public meeting of Academy of Collaborative Education, please contact Joellen Freeman at jcfreeman@aceforasd.org describing the assistance that is necessary.

Coversheet

Approval of Committee Meeting Minutes

Section:	I. Opening Items
Item:	C. Approval of Committee Meeting Minutes
Purpose:	Vote
Submitted by:	
Related Material:	2025_02_25_governance_committee_meeting_minutes.pdf

DRAFT



Academy of Collaborative Education

Minutes

Governance Committee Meeting

February 2025

Date and Time

Tuesday February 25, 2025 at 10:00 AM

Location

Join Zoom Meeting

<https://us06web.zoom.us/j/86067939113?pwd=JjBBNKPTkFFUNGICezPRzjsaMbIKF9.1>

Meeting ID: 860 6793 9113

Passcode: 875755

One tap mobile

+13052241968,,86067939113#,,, *875755# US

+13092053325,,86067939113#,,, *875755# US

Dial by your location

• +1 305 224 1968 US

• +1 309 205 3325 US

• +1 312 626 6799 US (Chicago)

• +1 646 931 3860 US

• +1 929 205 6099 US (New York)

- +1 301 715 8592 US (Washington DC)
- +1 689 278 1000 US
- +1 719 359 4580 US
- +1 253 205 0468 US
- +1 253 215 8782 US (Tacoma)
- +1 346 248 7799 US (Houston)
- +1 360 209 5623 US
- +1 386 347 5053 US
- +1 507 473 4847 US
- +1 564 217 2000 US
- +1 669 444 9171 US
- +1 669 900 6833 US (San Jose)

Meeting ID: 860 6793 9113

Passcode: 875755

Find your local number: <https://us06web.zoom.us/j/kcodU9f23G>

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Committee Members Present

Joellen Freeman, Kara Maggorie (remote)

Committee Members Absent

Holly Allen

Guests Present

Amy Marcus (remote)

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

Kara Maggorie called a meeting of the Governance Committee of Academy of Collaborative Education to order on Tuesday Feb 25, 2025 at 10:00 AM.

II. Governance

A. Update: Material Amendment to Charter

- Audit visit moved to April 2025.
- No update on when amendment will be taken to BESE.

B. Board Survey Data

- Use data to inform board retreat planning.
- Adding a new board member to address financial expertise gaps.
- Take two "basic" categories" at a time to address and work to improve.
- Have pre-work data reflection for board retreat.

C. Annual Board Retreat Planning

- June 7th
- Begin locating place, ordering food, etc.
- Morning will be full board training and discussion.
- Afternoon will be committee discussions and work time.
- Use BoT resources to guide committee discussions and work time.
- Tap Dr. Angela Beck for some of the training in the morning.

III. 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 10:40 AM.

Respectfully Submitted,
Kara Maggorie

B. ED Evaluation Committee

- Function of the governance committee with strategic invitations to other board members with pertinent expertise.
- ED to work with Dr. Angela Beck to create draft evaluation goals within approved framework to present to the governance committee at the April 2025 meeting.
- Governance committee will provide feedback and make edits before presenting to full board for final approval.
- Evaluation done in May 2025 with results shared at June board retreat in Executive session.

Documents used during the meeting

None

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

Amend Bylaws re: Committee Ratification

Section: II. Governance
Item: B. Amend Bylaws re: Committee Ratification
Purpose: Vote
Submitted by:
Related Material:
4896-4023-8377 v.1 Academy of Collaborative Education--Second Amended and Restated Bylaws
- BD redline 3.14.25.docx

~~FIRST~~SECOND 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~~Second 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 ~~Second~~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 shall establish an Executive, Governance, Finance, Academic Excellence, and Facilities Committee. The Board may, by resolution, establish additional 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

Coversheet

Seconded Amended and Restated Bylaws

Section: II. Governance
Item: C. Seconded Amended and Restated Bylaws
Purpose: Vote
Submitted by:
Related Material:
4896-4023-8377 v.1 Academy of Collaborative Education--Second Amended and Restated Bylaws
- BD redline 3.14.25.docx

~~FIRST~~SECOND AMENDED AND RESTATED BY-LAWS

ACADEMY OF COLLABORATIVE EDUCATION

A Louisiana Not-for-Profit Corporation

Approved _____

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ARTICLE II ORGANIZATION

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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 ~~Second~~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 shall establish an Executive, Governance, Finance, Academic Excellence, and Facilities Committee. The Board may, by resolution, establish additional 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

Coversheet

Resolution on Contract Signing Authority

Section:	II. Governance
Item:	D. Resolution on Contract Signing Authority
Purpose:	Vote
Submitted by:	
Related Material:	4901-1599-2104 v.1 ACE - Resolution - contract authority.docx

RESOLUTION OF THE BOARD OF DIRECTORS OF ACADEMY OF COLLABORATIVE EDUCATION

WHEREAS, the Board of Directors (the “**Board**”) of Academy of Collaborative Education, a Louisiana nonprofit corporation (“**ACE**”) desires to grant authority to execute certain contracts, agreements, and other written instruments, in the name of and on behalf of ACE to certain individual(s) described herein;

NOW THEREFORE, BE IT RESOLVED, that the Board of ACE hereby declares that the following resolutions are hereby consented to, approved of and adopted at a meeting of the Board of Directors duly called and held, in compliance with the Louisiana Open Meetings Law, on the 19th day of March, 2025 for the purpose of acting upon proposals to adopt such resolutions:

- Amy Marcus, in her capacity as President of the Board of ACE; and
- Joellen Freeman, in her capacity as the Executive Director of ACE;

(each an “**Authorized Signatory**” and collectively, the “**Authorized Signatories**”) are authorized and empowered to make, execute, endorse and deliver in the name of and on behalf of ACE all contracts, agreements, memoranda of understanding, and other written instruments for performance of service for ACE (collectively, the “**Contracts**”), which are:

- (i) valued at an amount equal to or less than \$50,000.00;
- (ii) vetted through the Board approved contract approval process; and
- (iii) included in the ACE Board of Directors approved annual budget for the current school year.

BE IT FURTHER RESOLVED that all new Contracts in the amount equal to or in excess of \$50,000.00 are required to be vetted by ACE’s Finance Committee for budgetary approval and at least one other pertinent committee relevant to the work being contemplated in the Contract, and then brought to the ACE Board for approval.

CERTIFICATE

I, Holly Allen, Secretary of Academy of Collaborative Education, do certify the above to be a true and correct copy of resolution adopted by the Board of Directors of Academy of Collaborative Education at a meeting held on March 19, 2025, and that the same have not been revoked or rescinded.

WITNESS my signature this _____ day of _____, 2025.

Secretary