

**AMENDED AND RESTATED BYLAWS
OF EUPHEMIA L. HAYNES PUBLIC CHARTER SCHOOL**
A District of Columbia Nonprofit Corporation
(Ratified, Approved, and Adopted by the Board of Trustees on
~~March 21, 2019~~
September 5, 2023)

ARTICLE I — General Provisions

Section 1.01 Charter The Corporation ~~as herein defined~~ shall be operated in a manner consistent with the Charter granted to the Corporation pursuant to DC Code 38-1802.03.

Section 1.02 Registered Office The Corporation shall maintain a registered office within the District of Columbia at such place as the Board of Trustees may designate.

Section 1.03 Other Offices The Corporation may also have offices at such other places both within and without the District of Columbia as the Board of Trustees may from time to time determine or the business of the Corporation may require.

ARTICLE II — Name and Purposes of the Organization

Section 2.01 Name The name of this organization shall be Euphemia L. Haynes Public Charter School, Inc. (hereinafter "the Corporation" or "the School").

Section 2.02 Nonprofit Purposes The ~~is~~ Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 510(c)(3) of the Internal Revenue Code.

Section 2.03 Educational Purposes The purposes of the Corporation are described in the Articles of Incorporation and the Charter Proposal.

ARTICLE III - Board of Trustees

Section 3.01 General Powers The affairs of the Corporation shall be managed by its Board of Trustees in compliance with the law, the Articles of Incorporation, the Charter, and these Bylaws. The Board may delegate the management of the Corporation's activities to any person(s), provided that the activities and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised under, the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities, and the Board may rescind any such assignment, referral, or delegation at any time. All Trustees shall have identical rights and responsibilities except for the Chairperson, who shall have the additional rights and responsibilities enumerated herein. All Trustees shall serve the School with the highest degree of moral character, duty, loyalty, and care, shall undertake no enterprise to profit personally from their position with the

School, and shall abide by all applicable School policies and procedures.

Section 3.02 Specific Powers Without prejudice to its general powers set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove the Chief Executive Officer of the School and to provide counsel on the selection and removal of other senior administrators, for ~~example~~instance, a principal;
- b. To manage and govern the affairs and activities of the School and to make such rules and regulations therefore which are not inconsistent with the law, the Corporation's Articles of Incorporation, or these Bylaws, as it deems best;
- c. To acquire real property for use as the School's facilities, from public or private sources;
- d. To receive and disburse funds on behalf of the School for ~~c~~Corporate purposes;
- e. To secure appropriate insurance and to make contracts and leases, including agreements to procure or purchase services, equipment, and supplies;
- f. To incur debt in reasonable anticipation of the receipt of funds from the general fund of the District of Columbia or ~~the receipt of~~ Federal or private funds;
- g. To solicit and accept any grants or gifts for the School's purposes, provided the School shall not accept any grants or gifts subject to any condition contrary to law or contrary to its Charter;
- h. To sue and be sued in the Corporation's own name; and,
- i. To carry out such other duties as are described in the Charter granted by the eligible chartering authority, including the submission of an annual report on the extent to which the School is meeting its mission and goals.

Section 3.03 Number and Qualifications of Trustees The School shall be governed by a self-perpetuating Board of Trustees consisting of ~~no fewer~~not less than five (5) and ~~no~~ more than fifteen (15) members, as may be fixed from time to time by resolution of the Board of Trustees, and consisting of an odd number at all times for voting purposes. To effectuate the preceding provision, at any time when the Board is comprised of an even number of Trustees, the chair shall designate the most junior non-officer Trustee, or one among the most junior non-officer Trustees, as a nonvoting Trustee until such time as the Board is comprised of an odd number of Trustees. The Board of Trustees shall include at least two parents of students attending the School. The majority of Trustees shall be residents of Washington, DC. If a DC resident Trustee anticipates relocating outside the District of Columbia or has done so, or the child of a parent Trustee is expected to graduate or otherwise leave the School or has done so, and either such action will cause or has caused the Board to be in noncompliance with the

parent Trustee or DC residency requirements stated herein, then the Board shall take such action as is necessary to prevent such noncompliance from occurring, or to restore compliance as soon as reasonably possible, including accepting the resignation of the Trustee involved, or requiring ~~their his or her~~ removal from the Board if a resignation is not forthcoming, and electing a successor Trustee.

Section 3.04 Election and Term of Trustees As of October 27, 2016, Trustees shall be elected for an initial term of three years, and service as a Trustee shall be subject to term limits as follows. Trustees shall be eligible for reelection and shall be permitted to serve for two consecutive three-year terms. A Trustee who has served for two consecutive three-year terms shall be eligible for reelection and to return to the Board after an absence from the Board of at least one year. A Trustee's term ordinarily shall start on July 1 and end on June 30. If a Trustee joins the Board on a different date, the Trustee's first three-year term shall be deemed to start on the following July 1 for purposes of applying the term limits provisions, and shall end on June 30 three years hence. Notwithstanding the term limits provisions stated herein, any Trustee's period of service may be extended for good cause, as determined and approved by a majority of other Trustees, without requiring amendment of these bylaws. No single term will exceed five years. Such good cause may include, but shall not be limited to, providing for a smooth transition to the term limits provisions stated herein, maintaining a full complement of Trustees pending election of successor Trustees, maintaining necessary expertise on the Board, and providing continuity of Board leadership. The term applicable to each Trustee shall be specified in the resolution electing the Trustee. A Trustee whose term is expiring may vote with the other Trustees in the election of his or her successor. A Trustee whose term is expiring or has expired in the past shall be eligible to be reelected subject only to the term limits provisions stated herein. The Board may elect or appoint any person who it believes will serve the interests of the School faithfully and effectively. The Chief Executive Officer of the School shall not be a Trustee.

Section 3.05 Vacancies, Resignation, and Removal of Trustees Any vacancy occurring in the Board of Trustees and any seat on the Board to be filled by reason of an increase in the number of Trustees may be filled by the affirmative vote of a majority of the Trustees in office, though less than a quorum of the Board of Trustees, or by a sole remaining Trustee. Any Trustee may resign at any time by giving written notice to the Board Chairperson, the Secretary, or the Board. Such notice shall take effect at the time specified therein, and the acceptance of such resignation by the Board shall not be necessary to make it effective. Any Trustee may be removed at any time, with or without cause, by a two-thirds vote of all other members of the Board of Trustees.

Section 3.06 Compensation and Expenses The Board of Trustees shall serve in their capacity as Trustees or committee members without compensation. The Trustees may be reimbursed for reasonable expenses, if any, incurred in carrying out the purposes of the School, as long as any such payment is approved in advance by the majority of the Trustees. The Board of Trustees shall have the power and authority, in its discretion, to contract for and to pay Trustees compensation for unusual or special services rendered to the School; provided, that any such compensation shall be reasonable and appropriate to the value of the services rendered by the Trustees, and further provided that any such payment shall be disclosed to the Board of Trustees.

Section 3.07 Conflicts of Interest The Board of Trustees shall adopt a Conflict of Interest Policy to set forth a Trustee's duties to disclose and address any actual or apparent conflict of interest. Each Trustee must review and agree in writing to the policy annually.

Section 3.08 Interested Parties Not more than 49% of the persons serving on the Board may be interested persons. An "interested person" is ~~(1) any person who any director, principal officer, or member of a committee with Board delegated powers who~~ has a direct or indirect financial interest in any activities of the School, ~~including, but not limited to, any person who is or Corporation.~~ Furthermore, an interested person is ~~(1) any person~~ currently being compensated by, or who is seeking compensation from, the School for services rendered to ~~such person~~ within the previous twelve (12) months, whether as a full-time or part-time employees, independent contractor, or otherwise; ~~and~~ (2) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law, father-in-law of any such person.

Section 3.09 Nonliability of Trustees The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the School, ~~or Corporation.~~

ARTICLE IV - Board of Trustees Meetings

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Section 4.01 Annual and Regular Meetings There shall be an annual meeting of the Board of Trustees which shall be held in the last quarter of the fiscal year at a date, time and place fixed by the Board, for the election of officers and Trustees and for the transaction of such other business as may properly come before the Board at the meeting. In addition to the annual meeting, the Board of Trustees shall meet at least four other times each year, with the specific dates and times to be selected by the Chairperson. Other regular meetings may be held as required. During any meeting of the Board, Trustees may meet in executive session, limited to voting members of the Board of Trustees. The executive session shall be used to protect student, family, or staff confidentiality; to receive legal advice; and for other sensitive matters, including but not limited to the evaluation, discipline, or compensation of the Chief Executive Officer. The Board of Trustees may invite the Chief Executive Officer and other specific attendees to participate in executive session.

Section 4.02 Special Meetings The majority of Trustees, or the Chairperson, or the Secretary upon the request of any other Trustee, may call a special meeting for any purpose at any time.

Section 4.03 Notice of Meeting Written notice of the time, date and place of each meeting of the Trustees shall be given to each Trustee by the Chairperson, or his or her designee, at least forty-eight (48) hours in advance. Notice of annual and regular meetings need not state specifically the business to be conducted at the meeting. Notice of a special meeting shall be provided by the Trustee(s) who call for the meeting and such notice shall state the specific purpose of the special meeting and shall conform to the requirements for notice and waiver of notice set forth in these bylaws. ~~Special meetings of the Board of Trustees may be held without written notice, provided all the Trustees are present or waive notice thereof before or after the meeting in writing or by email that is filed with the records of the meeting.~~

Section 4.04 Waiver of Notice of Meeting Meetings of the Board may be held without notice if all the Trustees are present either in person or by proxy, or if notice is waived in writing ~~or by email~~ by those not present, either before or after the meeting, and such writing is filed with the records of the meeting.

Section 4.05 Quorum A simple majority of Trustees ~~in office~~ shall constitute a quorum for the

transactions of any business. If a quorum is present, a majority vote of Trustees who are present shall be an act of the Board of Trustees, except where the act of a greater number is required by these Bylaws, the Articles of Incorporation, or ~~law provisions of statute~~. In the event that an even number of Board or committee members are present during a meeting when a vote is taken, a majority shall mean one-half of the number of persons voting plus one.

Section 4.06 Action Without Meetings and Telephone Meetings Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing ~~or by email~~ and such consent if filed with the minutes of the proceedings of the Board or committee. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 4.07 Voting Every Trustee has the right to participate in the deliberations and to vote on all issues before the Board, except ~~that no~~ Trustee:

~~(1) No Trustee shall discuss or vote on any matter that would constitute involving a conflict of interest, including but not limited to (a) a self-dealing transactions or~~

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~~(b) conflict of interest or (c) indemnification of that Trustee.~~

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ARTICLE V — Officers of the Board of Trustees

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Section 5.01 Officers The officers of the Board of Trustees Corporation shall be a Chairperson, ~~a~~ Vice-Chairperson, ~~a~~ Secretary, ~~a~~ Treasurer, and such other officers as may be elected in accordance with the provisions of this ~~a~~ Article.

Section 5.02 Election and Term of Office Board of Trustee ~~member officers~~ will be elected ~~to office~~ by a majority of the quorum present. Board of Trustee officers Trustees serve ~~in their office~~ for a one-year term. Subject to the term limits provisions contained herein, Board of Trustees officers may serve in a single office for an unlimited number of terms if elected.

Section 5.03 Resignation and Removal Any officer may resign at any time by giving written notice to the Chairperson, Secretary, or the full Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified in the notice. Unless stated in the notice, acceptance of a resignation shall not be necessary to make it effective. Any officer elected or appointed by the Board of Trustees may be removed by affirmative vote of a majority of the Trustees in office whenever in its judgment the Board determines the best interests of the School would be served thereby. Such removal may be executed only after reasonable notice and opportunity to be heard.

Section 5.04 Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term. In the event of a vacancy in any office other than that of the Chairperson, such vacancy may be filled

temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. ~~Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled, as the board shall determine.~~

Section 5.05 Duties of Chairperson Subject to Board control ~~and these Bylaws~~, the Chairperson has general supervision, direction, and control of the affairs of the School, and such other powers and duties as the Board may prescribe. If present, the Chairperson shall preside over the Board meetings.

Section 5.06 Duties of Vice-Chairperson In the absence of the Chairperson or in the event of the Chairperson's inability to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties and have such other powers as the Board or, if authorized by the Board to do so, the Chairperson, may from time to time prescribe.

Section 5.07 Duties of Secretary

The Secretary shall:

- a. Keep or cause to be kept, at the School's principal office, or at such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees either electronic or in hard copy, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings;
- b. Keep or cause to be kept a copy of the School's Articles of Incorporation and bylaws, with amendments;
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- d. Be custodian of the records and of the seal of the School and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the School. When so affixed, the seal may be attested by the signature of the Secretary. The Board also may give general or specific authority to any other officer to affix the corporate seal and attest thereto. The Secretary also may attest all instruments signed on behalf of the School or Corporation by the Chairperson or Vice-Chairperson;
- e. ~~Provide Exhibit at all reasonable times~~ to any Trustee, or to his/her agent or attorney, on a timely basis, request therefor, the bylaws and the minutes of the proceedings of the Board or committees of the School;
- f. In general, have such other powers and perform such other duties incident to the office of Secretary or as the Board may prescribe, or as may be required by law, by the Articles of Incorporation, or by these bylaws.

Section 5.08 Duties of the Treasurer

The Treasurer shall:

- a. Keep or cause to be kept adequate and correct accounts of the School's properties, receipts, and disbursements;
- b. Make the books of account available at all times for inspection of any Trustee;
- c. Deposit or cause to be deposited the School's monies and other valuables in the School's name and to its credit, with the depositories the Board designates;
- d. Disburse or cause to be disbursed the School's funds as the Board directs;
- e. Render to the Chairperson and the Board, as requested but no less frequently than once every fiscal year, an account of the School's financial transactions and financial condition;
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, and submit or cause to be submitted financial reports, as required, to the charter authority;
- g. Prepare any reports on financial issues required by an agreement on loans, and;
- h. In general, have such other powers and perform such other duties incident to the office of Treasurer or as the Board may prescribe, or as may be required by law, by the Articles of Incorporation, or by these bylaws.

ARTICLE VI - ADMINISTRATIVE OFFICERS

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The Chief Executive Officer shall be an officer of the School, shall be appointed by the Board, ~~and~~ shall serve at the pleasure of the Board, and shall receive such compensation as the Board may direct. The Chief Executive Officer shall be responsible for the effective administration of the School, subject to the authority granted by the Board. The Chief Executive Officer shall conduct general management of all academic and administrative operations of the School. The Chief Executive Officer shall have full authority to prescribe and direct the course of study, the discipline to be observed in the School, and the assessment of student performance in consultation with the Board, and shall be responsible for all required reporting to the District of Columbia. The Chief Executive Officer shall employ and discharge all personnel, prescribe their duties and terms of office, shall set their salaries within the minimum and maximum limits established by the Board, and shall ensure that annual reviews are conducted for all School personnel.

ARTICLE VII - Committees

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Section 6.01 Committees of Trustees The Board of Trustees, by resolution adopted by a majority of the Trustees ~~in office~~, may establish such committees as are deemed desirable, each of which shall consist of two or more Trustees appointed by the Chairperson. ~~Such established, which~~ committees,

to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees, in the management of the School; provided, however, that no such committee shall have any power prohibited by law or the power:

- a. To change the location of the principal office of the Sschool;
- b. To repeal, amend, or authorize the amendment of these Bylaws;
- c. To elect officers required by law or these Bylaws to be elected by the Trustees, to fill vacancies in any such office, or to supervise the performance of the Chief Executive Officer;
- d. To change the size of the Board of Trustees or to fill vacancies in the Board of Trustees;
- e. To remove officers or Trustees from office;
- f. To authorize a sale or other disposition of all or substantially all the property and business of the School; ~~or~~
- g. To authorize the liquidation or dissolution of the School; ~~or~~
- h. To relieve Trustees of their liability;
- i. To delegate to a committee the authority to authorize distributions;
- j. To place something before the Board of Trustees members for a vote.

Each member of a committee shall hold office until the next annual meeting of the Board (or until such other time as the Board of Trustees may determine, either in the vote establishing the committee or at the selection of such committee member) and until such member's successor is elected and qualified, or until such member sooner dies, resigns, is removed, or is replaced by change of membership, or becomes disqualified by ceasing to be a Trustee, or until the committee is sooner abolished by the Board of Trustees.

The Board Chairperson shall appoint the chairperson of each committee. The Board Chairperson shall have authority to appoint persons who are not Trustees ~~to as members of~~ any Board committee. ~~persons who are not Trustees.~~ Committee members shall maintain minutes of each meeting and shall file copies of the minutes with the Secretary. Unless otherwise specified in a resolution of the Board, a majority of the Trustee members of a committee shall constitute a quorum for the conduct of business, each Trustee member of the committee shall have one vote, and the affirmative vote of a majority of the Trustee committee members who are present at any meeting at which there is a quorum shall be an act of the committee. Each committee chairperson shall be responsible for ensuring that all committee members receive adequate advance notice of each committee meeting.

Section 6.02 Executive Committee

The Board of Trustees may establish an Executive Committee of the Board. If so established, the Executive Committee shall consist of the Chairperson, the Vice Chairperson, the Secretary, and the Treasurer of the Board, as well as any Chairs or Co-Chairs of Board Committees that the Chairperson may ask to join the Executive Committee. The Chief Executive Officer and other School staff may participate in Executive Committee meetings in a non-voting and advisory capacity at the discretion of the Chairperson.

The Executive Committee shall have no responsibilities or powers beyond: (1) identifying matters for full Board of Trustees consideration, and (2) addressing time-sensitive matters requiring Board-level actions before the next regularly scheduled Board of Trustees meeting; however, the Executive Committee shall have no authority to act on time-sensitive urgent matters unless the Board has expressly delegated such authority to the Executive Committee to act on its behalf. To the extent permitted by applicable law and these Bylaws, the Executive Committee is empowered to act for the full Board; provided however, that the Executive Committee shall not have power or authority to take any actions listed in Section 6.01 (a) – (i) absent express authority to do so granted by a majority of the Board of Trustees.

The Executive Committee shall meet as circumstances may require. A quorum shall consist of the Chair and at least two other members of the Executive Committee. Meetings may be rescheduled in the absence of a quorum. In the event of a tie on any matter before the Executive Committee, the vote of the Chair shall be dispositive unless the Chair decides to refer the matter to the full Board. All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board.

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ARTICLE VIII - BOARD OF ADVISORS

The Board of Trustees may at its discretion elect to establish a Board of Advisors to the Board of Trustees, appoint individuals to serve as a Board of Advisors to the Board of Trustees. The purpose of the Board of Advisors shall be to serve the School in such ways as may be specified by the Board of Trustees, and the Board of Advisors shall have such specific functions and responsibilities as shall be determined by the Board of Trustees. However, the Board of Trustees may not delegate any of its power, authority, or functions to the Board of Advisors.

The Chairperson shall appoint members of the Board of Advisors. The Executive Committee shall be consulted prior to each appointment. The full Board of Trustees shall be informed but no vote shall be required. The Board of Advisors shall be comprised primarily of former board members who are able and wish to remain active in the life of the school. The Board of Advisors also may include persons who have not previously served as a Trustee, where such persons have expertise or experience of particular interest to the Board of Trustees, and where such persons are able to meet the expectations stated herein for service on the Board of Advisors.

Members of the Board of Advisors ~~in most cases~~ shall be expected to serve on and participate in the activities of at least one Board committee, ~~including attendance at committee meetings.~~ Members

of the Board of Advisors shall be invited to attend regularly scheduled Board meetings and all School events to which Trustees are invited, but such attendance shall not be required.

Members of the Board of Advisors shall be appointed for two-year terms and shall not be subject to term limits. ~~No limit shall be set on the size of the Board of Advisors, but the intent is to have a Board of Advisors that is manageable in size, smaller than the Board of Trustees, and comprised entirely of members who remain active in the life of the school and are committed to supporting the mission of the school and the work of the Trustees. Persons who are not able to meet the expectations of serving on the Board of Advisors shall not be reappointed.~~

Members of the Board of Advisors shall not have voting authority on any issue and, shall not be entitled to compensation for the performance of their duties as members of the Board of Advisors, but may be reimbursed for expenses incurred in the performance of those duties in the same manner and under the same circumstances as apply to Trustees. Members of the Board of Advisors shall be subject to the same conflict of interest provisions that apply to Trustees.

ARTICLE VII - Fiscal Year

Section 7.01 The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VIII — Amendments to Bylaws

Section 8.01 These foregoing bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Trustees in office, provided that prior notice has been given to all Board Trustees in accordance with the notice provisions set out in Article IV herein.

ARTICLE IX - Internal Revenue Code Requirements

Section 9.01 As a publicly-supported Corporation organized and operated exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, the following restrictions and conditions are mandatory:

- a. ~~No part of the net earnings shall insure to the benefit of private persons, except that the School shall be authorized to pay reasonable compensation.~~
- b. ~~No substantial part of its activities shall consist of attempts to influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.~~
- c. ~~In accordance with the rules set forth in DC Code 38-1802.13a, upon dissolution, the remaining assets of the School shall be disposed of exclusively to an organization qualified under Section 501(c)(3) of the Internal Revenue Code.~~

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d. The Corporation will be dissolved if the school's charter has (1) been revoked by the District of Columbia Public Charter School Board ("PCSB"); (2) not been renewed by PCSB; or (3) has voluntarily been relinquished by the Board.

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ARTICLE X — Indemnification

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Section 10.01 Authority to Indemnify To the fullest extent permitted by law, the Corporation shall indemnify any present or former Trustee or officer, and may, by resolution of the Board of Trustees, indemnify any employee against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the individual so indemnified in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which he or she may be or is a party by reason of having been such Trustee, officer, or employee.

Section 10.02 Expenses of Indemnity Before the final disposition of any action, suit, or proceeding referred to in this Article, the Corporation shall pay the reasonable expenses incurred by any present or former Trustee or officer seeking indemnification in defending a civil or criminal action, suit, or proceeding, upon receipt by the Corporation of an undertaking by or on behalf of such individual to repay such amount if it shall be ultimately determined that he or she is not entitled to such indemnification. Such expenses incurred by employees and agents of the Corporation may also be paid upon such terms and conditions as the Board deems appropriate.

Section 10.03 Scope of Indemnity The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Trustee, officer or employees may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, or otherwise.

Section 10.04 Liability Insurance Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Trustee, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE XI - Other Provisions

Section 11.01 Checks, Notes and Contracts The Board of Trustees shall determine those persons authorized on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 11.02 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 11.03 Books and Records The Corporation shall keep at its principal office in the District of

Columbia: (1) correct and complete books and records of account, and (2) minutes of the proceedings of the Board of Trustees and any committee having any of the authority of the Board.

Section 11.04 Inspection Rights Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Corporation, other provisions of these Bylaws, ~~and provisions of law~~.

Article XII — Nondiscrimination

Section 12.01 In accordance with Title VI of the Civil Rights Act of 1964 ("Title VI"), Title IX of the Education Amendments of 1972 ("Title IX"), Section 504 of the Rehabilitation Act of 1973 ("Section 504"), Title II of the Americans with Disabilities Act of 1990 ("ADA"), and the Age Discrimination Act of 1975 ("The Age Act"), and the District of Columbia Human Rights Act of 1977, applicants for admission and employment, students, parents, employees, sources of referral of applicants for admission and employment, and all unions or professional organizations holding collective bargaining or professional agreements with ~~the School E.L. Haynes~~ are hereby notified that ~~the School E.L. Haynes~~ does not discriminate on the basis of race, color, national origin, sex, age, disability, marital status, personal appearance, sexual orientation, gender identity or expression, family status, family responsibilities, matriculation, political affiliation, genetic information, source of income, status as a victim of interfamily offense, or place of residence or business in admission or access to, or treatment or employment in, its programs and activities.

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