

**BY-LAWS OF THE
ST. LOUIS PUBLIC SCHOOL CONSORTIUM, INC.**

ARTICLE I: Designation and Articles of Incorporation

The Name, Purposes, Limitations and Duration of the St. Louis Public School Consortium, Inc., sometimes hereinafter referred to as “the Consortium,” are stated in its Articles of Incorporation and these By-Laws.

ARTICLE II: Office

2.1 Principal Office. The principal office of the St. Louis Public School Consortium, Inc. shall be located within the City of St. Louis, Missouri.

ARTICLE III: Board of Directors

3.1 Members. The Consortium shall have members as such, but in lieu thereof, shall have a self-perpetuating Board of Directors, including some members appointed by elected officials or appointed pursuant to the Revised Statutes of Missouri as set forth in Section B of this Article III:

A) There shall be three (3) categories of Director. The first category shall be referred to as category “A” Directors and shall consist of three Directors in total. The second category shall be referred to as category “B” Director and shall consist of one (1) Director in total. The third category shall be referred to as category “C” Director and shall consist of one (1) Director in total.

B) Category “A” Directors appointed by Elected Official

One category “A” Director shall be appointed by the person who holds each of the following elected/appointed offices:

1. President, St. Louis Board of Alderman
2. Mayor, City of St. Louis, Missouri
3. President/Chairperson Governing Body, City of St. Louis Public School District

In the event the President of the St. Louis Board of Alderman or the Mayor of the City of St. Louis fail to appoint a Director within ninety-days of receiving written request for appointment, the President/Chairperson of the Governing Body of the City of St. Louis Public School District shall appoint a Director who shall serve a full term as set forth in Article IV.

C) Category “B” Ex Officio Director

The Superintendent of the City of St. Louis Public School District shall serve as an ex officio Director.

D) Category “C” Parent/Guardian Director

The category "C" Director shall be nominated by the Parent Action Council, and elected by a majority of the Board of Directors. To be eligible to serve as a category “C” Director, the individual nominated must be the parent or legal guardian of a student currently enrolled and attending a Consortium school. In the event the child of a parent or legal guardian ceases to be regularly enrolled at a Consortium school, a new category “C” Director shall be nominated and elected at the next regular meeting of the Board of Directors. No person may simultaneously serving as a Category “C” Director and/or as a Category “A” or “B” Director.

E) Initial Meeting

An initial meeting of the organizing Board of Directors shall be held to approve these By-laws, formally accept the Category “A” and “B” Directors onto the Board. The category “A” and “B” directors shall also receive nominations and elect the first Category “C” Director at the initial meeting, or at the first regular meeting held following the initial meeting. After the Board of Directors is constituted, the meeting shall continue as a meeting of the new Board of Directors, for the purposes of electing officers and transacting such other business as may be presented to the meeting; no notice need be given to such newly elected Directors who are present at such meeting or who signs waivers of notice thereof.

ARTICLE IV: Board of Directors

4.1 General Powers. The Board of the Consortium shall be referred to as the Board of Directors. Subject to the limitations contained within the provisions of the Missouri Non-Profit Corporation Law , the Articles of Incorporation, these By-Laws, and all policies established by the Consortium’s Board of Directors, the Board of Directors shall set the policies of the Consortium, shall supervise, manage, and control the affairs and activities of the Consortium, and may adopt positions on issues of substance related to the purposes of the Consortium. The Consortium shall exist solely to support students enrolled in the City of St. Louis Public School District and may not engage in activities not directly in support of the District and the students enrolled therein. All powers of this Consortium shall be exercised by, or under the authority of, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- (1) To select and remove the officers of this Consortium, to prescribe such powers and duties for them as may not be inconsistent with the Missouri Non-profit Corporation law, the Articles of Incorporation, or these By-Law, and to employ, discharge, and fix the compensation of, Consortium personnel.
- (2) To conduct, manage, control and establish policies concerning the affairs and business of the Consortium; to determine on an annual or other basis the substantive areas in which the Consortium activities are to be concentrated; to establish on an annual or other basis the priorities of the Consortium; and to oversee generally the implementation of the Consortium's program.
- (3) To borrow money and incur indebtedness for the purpose of the Consortium, and to cause to be executed and delivered therefore, in the Consortium, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Among the policies to be set by the Board shall be policies prescribing the obligations of Board members with respect to fundraising and financial contributions, attendance at Board meetings, and commitment of time and effort to the affairs of the Consortium.

4.2 Number and Qualification of Trustees. The authorized number of Directors, to be set by the Board of Trustees, shall be five (5). At least one member of the Board of Directors shall possess significant experience in financial affairs, to assist the Board in better managing the fiscal affairs of the Consortium.

4.3 Appointment and Initial Terms of Office. The Board of Directors shall be subject to the provisions of this Article 4 regarding qualification, resignation and filling of a vacancy:

4.3.1 Subsequent Terms.

The Initial Terms of all Directors expire on June 30, 2021. All terms of all Directors thereafter shall expire on June 30th in the third year from the election to the Board, subject to the Article IV, Section 4.4 governing a Board vacancy. The Board of Directors shall elect the Directors to serve subsequent terms.

4.3.2 General Provisions applying to all Terms.

The term of each Directors shall expire upon the appointment and qualification of their successors. Directors may serve no more than two full terms consecutively. Should a Directors fill a vacancy with less than twelve (12) months left in the unexpired portion of the term of the vacant Directors Seat, the filling of the vacancy shall not be considered a full term.

4.3.3 Qualifications of Directors.

Subsequent to the expiration of the initial term, Category “A” Directors seats will be filled by persons selected by designated elected officials and occupied by members of the St. Louis community, who have either resided or been employed in St. Louis for no less than 3 years prior to his/her application for service on the Board, has demonstrated substantial involvement or significant experience in either education or community service in the Greater St. Louis Metropolitan area, and fulfills other criteria that may be specified by the Board.

4.4 Board Vacancies.

4.4.1 A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.

4.4.2 The Board may declare vacant the office of any Directors who has been convicted of a felony, or has been found to have breached any duty arising under Missouri Law or to be of

unsound mind, by any court of competent jurisdiction, or has failed to attend three (3) or more meetings of the Board of Trustees in an calendar year.

4.4.3 Removal of a Director for one or more of the reasons listed in subsection 4.4.2 above may be initiated by written petition of any member of the Board. The Board shall hold a public meeting within ten (10) school attendance days of receiving such a petition. Such meeting shall be conducted with regard for the reasonable due process rights of all parties and in public, except where either the Board or the Directors whose removal is sought, requests a closed session. Where a closed session is held, the final action of the Board of Directors shall be taken in public. After a reasonable notice and an opportunity to respond, a Directors may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Trustees then serving if in their judgment the best interests of the Consortium would be served thereby.

4.4.4 A vacancy on the Board shall be filled in the manner of selection as prescribed in Article IV, Section 4.3. Notwithstanding, until such time as a Directors is elected or appointed and qualified to fill a vacancy, a vacancy may be filled by a majority vote of the remaining Directors, although less than a quorum. Each Directors so elected shall hold office until a successor has been appointed and qualified. Any vacancy shall be filled only for the remainder of the term of the Director whose seat is vacant.

4.5 Resignation. Subsequent to the initial meeting of the Board, any Director may resign at any time by notifying the Board President or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Compensation. Directors shall not receive any salaries or fees for their services as Director, and shall be further prohibited from serving the Consortium in any other capacity or providing goods and services and receiving compensation therefore. To the extent permitted by law, Directors may be reimbursed for ordinary and necessary expenses that he or she may incur in transacting business on behalf of the Consortium, but only after securing written approval from the President of the Board prior to incurring expenses.

4.7 Indemnification of Directors. To the fullest extent permitted by law, the Consortium shall indemnify its Directors and Officers, or former Directors or Officers, against judgments and fines (whether civil, criminal, administrative, or investigative) and amounts paid in settlement, costs, and expenses (including reasonable attorney' fees) actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit, or proceeding in which he or she is or may be made a party by reason of having been such Director or Officer, for acts or omissions committed within the scope of activity as a Director or Officer, provided that the Board of Directors determines that the person or persons to be indemnified reasonably believed that he or she was acting in the best interests of the Consortium, and did not act willfully, with gross negligence, or with fraudulent or criminal intent.

ARTICLE V: Officers of the Board

5.1 Officers. The Officers of the Consortium shall be a President and Vice President/Secretary and other officer so created by a vote of at least 2/3 of the Directors then serving. The Consortium may also have, at the discretion of the Board of Directors, such other Officers as may be appointed by the Board of Directors.

5.2 Election. The Board of Directors shall elect the Officers annually. Each officer shall hold office until he or she resigns, is removed, or otherwise is disqualified to serve, or until

his or her successor is elected. Officers may serve more than one term but may only serve two consecutive terms. In electing its officers, the Board may seek recommendations from, a Nominating Committee. Vacancies (due to removal, resignation, disqualification, death, or otherwise) may be filled for the unexpired portion of the term, or new offices created and filled, at any meeting of the Board of Directors, by majority vote of the Board of Directors.

5.3 Resignation and Removal. Any Officer may resign his or her office at any time by notifying the President or Vice President/Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. An Officer may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving if in their judgment the best interests of the Consortium would be served thereby.

5.4 President. It shall be the duty of the President of the Board to preside at all meetings of the Board, to name the members of all standing and special committees of the Board and to fill all vacancies in membership of such committees, in accordance with the provisions of these By-Laws.

5.5 Vice President/Secretary. It shall be the duty of the Vice President/Secretary of the Board to preside at all meetings of the Board in the absence of the President of the Board. The Vice President/Secretary of the Board shall also serve as custodian of the Board's records. Copies of all minutes, papers and documents of the Board may be certified to be true and correct copies thereof by the he Vice President/Secretary of the Board or legal counsel if serving as Secretary of the Meeting.

ARTICLE VI: Board Committees

6.1 Committees. The Board of Directors may create and organize itself into various other committees in order to better fulfill its responsibilities, including Committees to address Finances, Personnel and Grievances. The Board of Directors may determine the membership of any committees provided that any such committee shall not be authorized to act on behalf of the Consortium, but shall serve solely in an advisory capacity in making such recommendations to the Board of Directors as it concludes are desirable or expedient.

6.2 Appointment and Term of Committees. The President of the Board shall appoint members of all committees. The term of committee appointees shall run concurrently with that of the President of the Board. Vacancies occurring among the appointive members of any committees, however arising, shall be filled by the President of the Board for the remainder of the term.

ARTICLE VII: Meetings of the Board

7.1 Annual, Regular, Special Meetings and Committee Meetings. All annual, regular, special and committee meetings of the Board of Directors shall be held in accordance with Chapter 610 of the Revised Statutes of Missouri. The records of the Consortium, the Board of Directors, and any employees of the Consortium shall be subject to the requirements of Chapter 610 of the Revised Statutes of Missouri.

7.2 Regular Meetings. The Board shall determine meeting schedule, but in no case shall the Board meet less than quarterly and at a meeting location to be determined by the President of the Board, and within the St. Louis community, currently designated as 801 N. 11th Street.

7.3 Special Meetings. A special meeting of the Board may be called by the President of the Board and shall be called by the President of the Board upon receipt of a written request

signed by three (3) members of the Board specifying the purpose of the desired meeting. Notification shall be sent by mail or wire to each member of the Board at least five (5) calendar days before the time of the meeting.

7.4 Quorum. Four (4) of the authorized Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any or all Directors may participate in any meeting of the Board of Directors or any committee of the Board.

7.5 Rules of Order. When not in conflict with any of the provisions of these By-Laws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

7.6 Order of Business. The order of business for regular meetings of the Board may ordinarily be as follows:

- (1) Roll call
- (2) Approval of minutes
- (3) Old business
- (4) Reports and recommendations of committees
- (5) Reports and recommendations of the Director
- (6) New business and Action items
- (7) Remarks from Trustees
- (8) Adjournment

7.7 Open Meetings. All regular meetings of the Board shall be open except when otherwise ordered by the Board for consideration of executive matters as prescribed by law.

7.8 Minutes. The minutes of the meetings of the Board shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report and pertinent discussion. In all cases when the action is not by unanimous vote, the

“ayes”, “nays”, and abstentions of the individual members shall be recorded upon the request of any member of the Board. The minutes of the Board become official only when completed by the Secretary of the Meeting and approved by the Board.

ARTICLE VIII: Miscellaneous

8.1 Inspection of By-Laws. The Consortium shall keep in its principal office (once established) and official website the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Board of Trustees at all reasonable times during office hours.

8.2 Fiscal Year. The Fiscal Year of the Consortium shall begin on July 1 and end on June 30, unless otherwise determined by the Board of Directors.

8.3 Policies and Procedures. Any action by the Board establishing policy or methods of procedure, administrative, business, academic or otherwise, not contained in these By-Laws shall be known as “Policies and Procedures of the Board.”

8.4 Policies and Procedures of the Board may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with law.

ARTICLE IX: Articles of Incorporation and By-Laws

9.1 Adoption. The Articles of Incorporation or these By-Laws may be adopted by a majority vote of the Directors of the Consortium.

9.2. Alteration, Amendment, or Repeal. Subject to the limitation set forth in Art. IV, 4.1 General Powers in these By-Laws, requiring the Consortium operate solely in support of students enrolled in the City of St. Louis Public School District, the Articles of Incorporation or

these By-Laws may be altered, amended, or repealed by the vote of two-thirds majority of the Directors of the Consortium then presently serving.

ADOPTED this _____ day of _____, I certify that the foregoing By-Laws of St. Louis Public School Consortium, Inc. were approved and adopted by and on behalf of the Consortium by its Board of Directors on _____, 20____, and are currently in effect.

Date: _____, 20_____