

101 – BYLAWS OF THE BRYAN ALLEN STEVENSON SCHOOL OF EXCELLENCE, INC.

A Delaware Not-for-Profit Corporation

ARTICLE I: NAME, POWERS, AND FUNCTIONS OF DIRECTORS

Section 1. Name and Principal Office

The Bryan Allen Stevenson School of Excellence, Inc. (the “Corporation”) is a non-profit, Delaware corporation formed under the Delaware General Corporation Law (“DGCL”) having its principal office at 20346 Ennis Street, Georgetown, DE 19947.

Section 2. Purposes:

The purposes of the Corporation are to open and operate a Charter School, as such term is defined in Title 14, Chapter 5 of the Delaware Code and regulations associated therewith (collectively, the “Charter School Code”) and to conduct such activities in connection with the foregoing as may be determined by the Board of Directors (as hereinafter defined) and as shall be permissible under the Charter School Code; provided, however, that such purposes and business shall at all times be limited exclusively to those religious, charitable, scientific and educational purposes that are “exempt purposes” within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America. Without limiting the generality of the foregoing, to the extent permissible under the Charter School Code, the Corporation’s purposes shall include the following:

- i. To create, establish and operate a Charter School;
- ii. To provide classroom instruction for its students, as well as such before school programs, after-school programs and other educationally related programs offered outside the traditional school year as the Board of Directors shall authorize for the education of its students;
- iii. To provide an educational program for students in grades 6 through 12;
- iv. To employ and train sufficient staff to provide instruction to students;
- v. To establish policies, plans and procedures for the implementation and administration of the designated purposes;
- vi. To enter into contracts agreements with outside entities in connection with the foregoing purposes; and
- vii. To fulfill such other purposes and functions, consistent with the DGCL and the Charter School Code, as the Board shall determine.

ARTICLE II: THE BOARD OF DIRECTORS

Section 1. Number

The Board shall consist of at least seven (7), but no more than fifteen (15) members. The number of directors constituting the Board may be reduced as a result of a vacancy or increased upon the election of additional members as provided in Sections 4 and 6, respectively, of Article II.

Section 1a. Classes of Directors

The Board of Directors shall be divided into five classes.

- i. Class I. Shall be the members of the founding board.
- ii. Class II. Shall be members of the community-at-large elected to the Board pursuant to Sections 4 and 6 of Article II.
- iii. Class III. Once the Charter School has opened, at least one member of the Board shall be a certified Delaware teacher employed at the school elected to the Board pursuant to Sections 4 and 6 of Article II.
- iv. Class IV. Once the Charter School has opened, at least one member of the Board shall be a parent of a student enrolled at the school and elected to the Board pursuant to Sections 4 and 6 of Article II.
- v. Class V. Shall be a non-voting enrolled student representative, duly elected by the Board.

Section 2. Powers and Functions of Directors.

- A. Subject to limitation imposed by law, the Certificate of Incorporation, or by these bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (the “Board”). The Board has the power to manage the property and business of this corporation (the “Corporation”), to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Directors may, by general resolution, delegate to committees of its own number or to officers of the Corporation such powers as it may see fit for specified periods of time.
- B. Without limiting the foregoing, the Board shall conduct the business of the Corporation including:
 - i. Adopting the bylaws of the Corporation.
 - ii. Determining the general policies and strategic planning of the Corporation.
 - iii. Establishing the annual budget and approving major expenditures.
 - iv. Selecting projects and approving the overall budget of said projects.
 - v. Approving the administrative budget of the Corporation.
 - vi. Approving the annual financial statement of the Corporation; and
 - vii. Electing officers and filling vacancies in said offices as may occur from time to time during the year.
 - viii. Responsibility for hiring, approval and evaluation of the Executive level position.
- C. The members of the Corporation shall be the Board of Directors (the “Board” or “Board of Directors”). All corporate power shall be exercised by or under the authority of the Board of Directors.

Section 2. Voting Rights

Each director shall have one vote, except as noted for Class V. All other directors shall be deemed to constitute a single class for voting purposes.

Section 3. Liability

No director shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 4. Election and Terms and Term Limits

A. The initial directors of the Corporation shall be selected by the Incorporator pursuant to written action. Directors shall, in their discretion, elect additional eligible directors to Class II, III, IV and V pursuant to an affirmative vote of a majority of all directors of the Corporation, provided that the limit on the number of directors set forth above in Section 1 of Article II shall not be exceeded. Terms of elected directors are outlined in parts B, C, D and E of this section and shall be staggered so that not all terms are renewed at the same time.

B. Class I and II:

- i. Each director in Class I and Class II shall be serve for a three (3) year terms.

- ii. Each director may be elected to three (3) consecutive terms.
- iii. At the expiration of each term, an affirmative vote of a majority of the remaining directors whose terms have not expired shall be required to constitute election for an additional term.
- iv. After serving three (3) consecutive terms, a previous director in Class I or II shall be re-eligible for membership after a lapse of one (1) year.

C. Class III

- i. Each successor in Class III Directors shall be serve for a term of one (1) year.
- ii. After the initial term has expired, a successor to such director shall be elected by the affirmative vote of a majority of the remaining directors whose terms have not expired.

D. Class IV

- i. Each successor in Class IV Directors shall serve a term of two (2) years.
- ii. After the initial term has expired, a successor to such director shall be elected by the affirmative vote of a majority of the remaining directors whose terms have not expired.

E. Each successor director for Class II, III, IV and V shall be elected to serve in the same class of director as his/her predecessor.

F. No more than one-quarter ($\frac{1}{4}$), three (3), Directors of the Board shall be up for appointment in any year, unless a vacancy arises.

- i. The calculation of the directors subject to reappointment is based on the number of Class I and II directors only.

Section 5. Chair of the Board

The Board shall elect, at its original meeting and each annual meeting, a Chair of the Board (the “Chair”) who shall be a director and who shall hold office until the next annual meeting of the Board and until elected and qualified or until his or her earlier resignation or removal by an act of the board. The Chair shall preside at meetings of the Board.

Section 6. Vacancies

Any vacancy on the board shall reduce the number of directors constituting the whole Board and the number of duly elected and acting directors until such time if any, as an additional eligible director is elected pursuant to Section 4 of this Article II.

Section 7. Responsibilities

- A. Each director shall:
 - i. Be actively engaged in ensuring BASSE’s school program and operation are faithful to the charter and that the school is a viable organization.
 - ii. Miss no more than three (3) meetings during any one year of their term.
 - iii. Actively serve on a least one (1) committee.
 - iv. Make an annual gift at a level that is personally meaningful.
- B. Failure to comply with these responsibilities may qualify as sufficient cause for removal from the Board.

Section 8. Removal

A director may be removed from the Board with or without cause by an affirmative vote of at least a majority of directors at a meeting, provided a quorum is met.

Section 9. Compensation

Directors shall serve without compensation.

Section 10. Resignation

Any director may resign from a committee of the Board, an office of the Board, or the board itself by giving written notice to the Chair or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III: MEETINGS OF THE BOARD

Section 1. Compliance with Delaware Code

The Board shall conduct its meeting within the State of Delaware as if it were a “public body” as defined in 29 Del. Code § 10002(a) and according to the requirements of Chapter 100 of said Title 29 (the “Act”), including provisions relating to the open meetings requirements of the Act. In addition to the published notices required by the Act, notices of each meeting of the Board shall be forwarded to its members by any method, which preserves proof of such notice.

Section 2. Quorum

A quorum for the transaction of business at any meeting of the Board shall consist of one-third of the voting directors then serving, except as may otherwise be required by law. An act of the majority of directors present and voting at a duly called meeting shall be the act of the Board, except as may otherwise be provided elsewhere in these bylaws.

Section 3. Reliance

A member of the Board, or of any committee thereof shall, in performance of their duties be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of its officers, or employees, or committees of the Board, or by any other person as to matters the member reasonably believes are within such other person’s professional or expert competences and who has been selected with reasonable care by or on behalf of the Corporation.

Section 4. Annual Meeting

An annual meeting (the “Annual Meeting”) of the Board of Directors shall be held in June of each year. The meeting shall be held at the principal office of the Corporation or such other place as shall be specified in the meeting notice, on such date, and at such time established by the Board.

Section 5. Regular Meetings

In addition to the Annual Meeting, the Board shall hold no less than six meetings each school year, the dates of which shall be determined by the Board, and at such other times as the Board may, from time to time, determine.

Section 6. Special Meetings

Special meetings of the members of the Corporation may be held at the call of the Chair for any purpose or purposes. Such a request shall state the purpose of the proposed meeting.

Section 7. Compliance with Chapter 100 Del. Code Freedom of Information Act (FOIA)

Notice of any annual or special meeting, setting forth the time, date, and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, or electronically not less than ten (10) days in advance of the meeting to each Member at the address last shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting. In addition to the provisions of §3, all meetings of the Members shall be conducted pursuant to and in compliance with the Act.

Section 8. Meeting Attendance

Directors are expected to attend all Board meetings. Unless otherwise prohibited by law and/or limited by FOIA, Director(s) may participate by means of video-conferencing, provided the video conferencing information is made available and listed as a public location. The participation of a Director(s) by video-conferencing shall be deemed attendance for all purposes, including purposes of establishing a quorum. When video conferencing is used in conjunction with an in-person location(s), at least one (1) of the noticed public locations shall be within the geographic jurisdiction of Sussex County, Delaware. During meetings where video conferencing is used, each member shall be identified, all participants shall be able to communicate with each other at the same time, and members of the public attending at the noticed public location or locations of the meeting shall be able to hear and view the communication among all Directors participating by video-conference. Video conferencing participation shall not be permitted when a verbatim transcript of the meeting is required by law, except for public hearings on proposed rules and regulations, or where the chair or presiding officer determines that physical attendance is required at a single location.

Section 9. Waiver or Consent

The transaction of business at any meeting of the members of the Corporation shall be; however, called and wherever held shall be as valid as though held at a meeting after regular call and notice, if a quorum is present and it, either before or after the meeting, each of the Members present to sign a written waiver or notice or consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records or make a part of the minutes of the meeting; provided, however, that no such action shall be valid if taken in such a way as would not comply with the Act.

ARTICLE IV: COMMITTEES OF THE BOARD

Section 1. Establishment by Chair

- A. The Chair of the Board may appoint or may provide for the appointment of, committees consisting of directors or others with such duties and powers as the Chair may, from time to time, designate and prescribe, except the committees indicated in Sections 2 and 3 below, whose make-up is established through this Article. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the Chair may appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. That appointee may add additional director and non-director members as deemed necessary. The Chair may, from time to time, suspend, alter, continue, or terminate any of such committees or the powers and functions thereof.
- B. Without limiting the foregoing, the Chair shall initially provide for the following committees:
 - i. Executive Committee;
 - ii. Finance Committee;
 - iii. Education Committee;
 - iv. Community Outreach;
 - v. Development;
 - vi. Land and Construction; and
 - vii. Governance
- C. The Chair is an ex officio member of each committee.

Section 2. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer.

Section 3. Finance Committee

The Finance Committee shall consist of the Chair, the Secretary, the Treasurer, and two other directors to be appointed by the Chair. The Finance Committee shall be responsible for establishing an annual budget, and an administrative budget, including the compensation of any employees.

Section 4. Quorum

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the members of the whole committee shall constitute a quorum. All matters properly brought before the committee shall be determined by a majority vote of the committee.

Section 5. Procedures

- A. Each committee shall have a charge specific to its permitted activities and such charge shall be incorporated into the charter school policy manual. Their responsibility is to carry out assignments of the Board and make recommendations as appropriate.
- B. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided by law. Adequate provision shall be made for notice to all members of any committee of all meetings of that committee.
- C. Every meeting of a committee shall be open to the public to the extent required under FOIA.

ARTICLE V: OFFICERS

Section 1. Officers

- A. The officers of the Corporation shall consist of the Chair, Vice Board Chair, Secretary, Treasurer, and such assistant to the Secretary or Treasurer, as the Board may deem necessary.
- B. The officers shall perform such duties as described in this Article and shall receive no compensation for these services, except otherwise expressly noted.
- C. Only members of the Board may serve as the Chair, Vice Chair, Treasurer, and Secretary.
- D. The same person may hold any two or more offices, provided that no individual may act in more than one capacity where action of two or more officers is required.

Section 2. Selection and Term

- A. The officers of the Corporation shall be elected by, and serve at the pleasure of, the Board.
- B. Officers shall be elected for one-year terms.
- C. An officer appointed to fill a vacancy shall serve for the remainder of the term of his or her predecessor.
- D. An officer shall serve until his or her successor is elected and qualified in accordance with these bylaws.

Section 3. Vacancies

A vacancy in any of the officers of the Corporation may be filled for the unexpired term by appointment by the Chair.

Section 4. Chair

- A. The Board Chair shall preside at all meetings of the Board.

- B. The Chair shall serve as the principal executive officer of the corporation.
- C. The Chair shall see that all orders and resolutions of the Board, the Executive Committee or other committees of the Board are carried into effect.
- D. The Chair shall also have general supervision and direction of the officers and shall see that their duties and those assigned to the other directors are properly performed.

Section 5. Vice Chair

- A. The Vice Chair shall have such duties as prescribed from time to time by the Board Chair or by the Board.
- B. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Board Chair.

Section 6. Secretary

- A. The Secretary shall attend all sessions of the board and act as clerk thereof and record all votes of the Board and the minutes of all its transactions. and shall perform like duties for all the committees of the Board of Directors when required.
- B. He/she shall give, or cause to be given, a notice of all meetings as may be required under the provisions of these bylaws or by law, and such other duties as may be prescribed by the Board or Chair, under whose supervision shall be.

Section 7. Treasurer

- A. The treasurer shall be responsible for the oversight of the custody of all funds of the Corporation.
- B. Shall generally supervise the accounting and bookkeeping of the Corporation.
- C. Shall regularly report to the Board as to the financial condition of and results of the operation of the Corporation.
- D. Shall have such other powers and duties as may be prescribed from time to time by the Chair of the Board.

ARTICLE VI: EXECUTION ON INSTRUMENTS

Section 1. Checks, Drafts, and Orders for Payment of Money

All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation and shall be signed by two of the following officers: The Treasurer and the Chair or the Treasurer and the Vice Chair.

Section 2. Contracts

All contracts, conveyances, or other instruments which have been authorized by the Board shall be executed in the name and on behalf of the Corporation, and have affixed thereto the corporation seal, by the Secretary of the Corporation or his or her delegate.

ARTICLE VII: Books and Records

Section 1. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep

minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for a proper purpose and for a reasonable time.

Section 2. Financial Accounting.

The Corporation shall use financial accounting practices consistent with the Delaware financial accounting manual; shall obtain an annual audit of its financial affairs by a certified public accountant; and shall, in all respects, comply with the financial accounting requirements imposed under the DGCL and the Charter School Code.

Section 3. Public Records.

All “public records,” as such term is defined in FOIA, shall be collected, assembled, maintained, preserved or destroyed, withheld or disclosed or otherwise made available to the public, all as provided in such chapter

ARTICLE VIII: ADDITIONAL PROVISIONS

Section 1. Right to Indemnification

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any motion, suit, or proceeding, whether civil, criminal, administrative or investigative (a “proceeding:”) by reason of the fact that he/she, or a person for whom he/she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or enterprise or nonprofit entities, including service with respect to employee benefits plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the preceding (or part therefor) was authorized by the Board of the Corporation; including but not limited to criminal acts and acts of bad faith.

Section 2. Prepayment of Expenses

The Corporation shall pay the expense (including attorney’s fees) incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment or of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

Section 3. Claims

If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of the prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under the applicable law.

Section 4. Nonexclusively of Rights

The rights conferred on any person Article VIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these bylaws, an agreement, vote of Member or disinterested director, or otherwise.

Section 5. Other Indemnification

The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or nonprofit entity shall be reduced by an amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

Section 6. Liability Insurance

The Corporation shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 7. Amendment or Repeal

Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 8. Conflicts

A contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors, officers, or members, or have a financial interest, is not void or voidable solely for that reason, solely because the Director or officer is present at or participates in the meeting of the Board or committee of the Board that authorizes the contract or transaction, or solely because the Director's or officer's votes are counted for that purpose, if:

- i. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board, or committee, in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- ii. The contract or transaction is fair to the Corporation when it is authorized, approved, or ratified by the Board of Directors or a committee of the Board.

Section 9. Severability

If any of the provisions of these bylaws are held to be partially or wholly invalid or unenforceable for any reason, that holding shall not affect, alter, or impair any of the other provisions of these bylaws or the remaining part of any provision that is held to be partially invalid or unenforceable. In such an event, these bylaws shall be construed as if the invalid or unenforceable provisions were omitted.

ARTICLE IX: CORPORATE SEAL

The Board shall provide a corporate seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

ARTICLE X: AMENDMENT OF BYLAWS

These bylaws may be amended, suspended or repealed by the affirmative vote of two-thirds of all Directors at any meeting of the Board.

ARTICLE XI: GIFTS

The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the

general purpose, or any special purpose, of the Corporation.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of July each year.

THE BRYAN ALLEN STEVENSON SCHOOL OF EXCELLENCE, INC. BOARD RESOLUTION

Upon proper motion and in accordance with the bylaws of The Bryan Allen Stevenson School of Excellence, the Board adopted the following resolution.

Resolved, that the Board hereby approves and adopts the bylaws attached hereto, dated this 14th day of October 2023, as amended therein, by this written consent.

Chair

Vice Chair

Secretary