

Bylaws of Frederick Classical Charter School, Inc.

FREDERICK CLASSICAL CHARTER SCHOOL, INCORPORATED

BYLAWS
2010

ARTICLE I. GENERAL

1.01 Name. The name of this Corporation shall be Frederick Classical Charter School, Inc. (FCCS).

1.02 Purposes. The corporation is organized exclusively for educational, scientific, and charitable purposes within the meaning of Section 501I(3) of the Internal Revenue Code of 1986. The purposes shall be (1) to create, develop and operate a charter school based on the classical approach to education to provide public school educational choice to Frederick County Residents; (2) buy property or hold leases for the premises of the school; (3) to organize, sustain and operate fee-based before and after school programs, summer programs, and enrichment programs for children attending the charter school and make these programs available to other Frederick County children in so far as possible; (4) to oversee any fundraising activities aimed at providing funds for any of the above listed endeavors; (5) to provide a Summer Institute and ongoing professional development for teachers and staff working at the charter school, and to other FCPS teachers to the extent that is feasible; (6) in general, to further and promote exclusively educational and scientific purposes and to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501I(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law).

1.03 Office. The principal office of this Corporation in the State of Maryland shall be located in Frederick County, Maryland. The Corporation may have such other offices within the State of Maryland as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

1.04 Registered Agent. The Corporation shall have and continuously maintain within the State of Maryland a registered office and agent, which registered office and agent shall be designated by the Board of Trustees.

ARTICLE II. MEMBERS

2.01 Membership Classifications. Membership classification in the Corporation shall be as follows:

(a) Members. A Member shall be a parent or legal guardian, as listed in the official school directory, of a child(ren) enrolled in any school operated by the Corporation. Members shall be eligible to vote, to hold any office in the Corporation and participate in all committees, social and other activities of the Corporation. Membership terminates upon graduation or withdrawal of all children in a family.

(b) Staff Members. A Staff Member shall be a person who is employed in any school operated by the Corporation. Staff Members shall have all of the rights and privileges of Members, except that no Staff Members shall have the right to hold office in the Corporation. Membership terminates upon termination of employment at the charter school.

(c) Founding Members. A Founding Member shall be a person listed on the charter application for the charter school. Founding Members shall have all of the rights and privileges of Members for eight years from the date of the school opening, regardless of whether a child is currently enrolled.

(d) Nonparent Trustee Members. A Nonparent Trustee member shall be a member of the Corporation. Nonparent Trustees shall have all of the rights and privileges of Members. A Nonparent Trustee cannot be an officer of the Corporation.

(e) Associate Members. An Associate Member shall be a member of the community who actively participates in the charter school or Corporation committees and is approved or removed by the majority of the Board of Trustees. An Associate Member cannot be an officer of the Corporation nor vote on Corporation matters.

2.02 Voting. Each member shall have one vote on any measure as to which members have voting rights. Voting by proxy will be allowed when such procedures have been announced to the Corporation at least five days in advance of vote. Proxy votes will be in writing and signed by the member.

2.03 Admission to Membership. Admission as a Member is automatic upon the acceptance of the child into the school or program. Membership as a Staff Member shall be automatic upon accepting employment. In either case, membership shall constitute an agreement on the part of the member to adhere to all bylaws, rules and regulations of the Corporation.

ARTICLE III. BOARD OF TRUSTEES

3.01 General Powers. The affairs of the Corporation shall be managed by its Board of Trustees who shall have full power and authority to act on behalf of the Corporation, except as specifically stated in the Articles of Incorporation and in these bylaws.

3.02 Duties and Responsibilities: (1) Encourage the development of public charter schools in Frederick County. (2) Review the annual report submitted by the charter school principal for compliance with the school's charter. (3) Negotiate terms and use of facilities on behalf of its charter school. (4) Monitor any independent contracts necessary for implementation of Corporation programs. (5) Communicate directly with the chartering authority on behalf of the charter school. (6) Approve all curricular materials used at the school

3.03 Qualifications, Elections, and Terms. At each fall meeting, the voting members shall at a minimum elect a President and Secretary or Vice-President and Treasurer. These positions will begin at the opening date of the school. Additional Trustees as deemed required by the Officers may be confirmed by the Corporation. The number of Trustees shall not be more than 25 nor less than the minimum required by the State of Maryland now or hereinafter in force, but the action may not affect the tenure of office of any Trustee. All officers must be members of the Corporation. The officers will be elected for four year terms. Officers may be reelected for a second four-year term. An officer may not hold a position for more than two consecutive terms. Officers may appoint additional Trustees for their expertise in various areas such as education, finance, or law. Trustee members will be appointed for terms up to three years in duration. All terms will begin July 1, with the exception of the initial term upon the establishment of the Corporation as a non-profit organization. All newly elected officers will shadow the outgoing officers for approximately six months (January 1- June 30th) until the new term begins on July 1.

3.04 Vacancies and Removal. The Corporation shall elect a person to serve for the unexpired portion of any term vacated by an officer whether for death, resignation, removal, disqualification or otherwise. The Board of Trustees will fill by appointment the unexpired term of a Trustee vacated for any reason. Any Trustee whose actions are deemed to be inimical to the purposes of the Corporation may be removed by a three-quarters vote of the entire Board of Trustees.

3.05 Compensation. Board of Trustee members shall not be compensated for their service. They may approve repayment for any expenses incurred by a Trustee in connection with the performance of his or her duties.

3.06 Conflict of Interest. In the event any Trustee or officer of the Corporation is or may be an officer, director, stockholder, employee, or has a financial interest in a corporation or other organization or entity with whom this Corporation shall enter into a contract or other transaction, or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, the Trustee or officer shall fully disclose such interest to the Board. After revealing any such interest, such member or officer shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, individual or other business entity shall be affected by the fact that the member or officer of this Corporation has an interest in or is director or officer of such other corporation or other business entity, provided that such contract is negotiated on an arms length basis, its terms are commercially reasonable and it has been approved by a majority of disinterested Board members.

ARTICLE IV. MEETINGS OF MEMBERS

4.01 Membership Meetings. There shall be at least one regular meeting per year. The time and place will be determined by the Board of Trustees. The annual meeting shall be in the fall, no later than November 30th, for the election of Board of Trustee officers, confirmation of nominated Board of Trustee Members, receiving of reports and any other business which may arise.

4.02 Special Meetings. Special meetings of the members may be called by the President, by a majority vote of the Board of Trustees or upon written request of five percent of the members. Meetings of the Board of Trustees may be called as needed by any officer of the Board.

4.03 Notice. Notice of any special meeting of members shall be given at least ten days prior thereto by written or electronic notice or by telephone call. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice of such meeting.

4.04 Quorum. A quorum for any meeting of the membership shall be no less than twenty-five percent (25%) of the membership of the Corporation as defined by Article II. Proxy votes shall be counted for the purposes of identifying a quorum.

4.05 Voting. A majority vote of those present and those holding proxies shall decide all questions presented to the membership.

4.06 Proxies. A member with voting privileges may vote either in person or by proxy executed in writing by the member or by the member's duly authorized attorney in fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting.

4.07 Parliamentary Rules. Except where they may be in conflict with the bylaws, the rules of order in the current edition of Robert's Rules of Order shall apply to all deliberations.

4.08 Matters Upon Which Membership Shall Vote. The following matters shall be voted upon by the membership: (1) changes in Articles II, III, IV; (2) dissolution of the Corporation; (3) proposed amendments to an existing school's charter; (4) proposed increases in overall expenditures of an existing school's budget if it results in increased indebtedness for the Corporation; (5) motion to secure a loan for the purchase of land or building for the school.

ARTICLE V. OFFICERS

5.01 President. The President shall be the principal officer of the Corporation and shall perform all duties incident to the office of president and shall, in general, supervise and be responsible for all of the business of the Corporation. The President shall have the following duties: (1) preside at all meetings of the membership and of

the Board of Trustees; (2) sign, with the Secretary or any other designated member of the Corporation who is authorized by written resolution of the Board, any deeds, mortgages, bonds, checks or other instruments which the Corporation has authorized to be executed. If another provision of these by-laws or a statutory provision authorizes some other officer or agent of the Corporation to perform some duty, then such provision shall control; (3) sign, with the Secretary or any other designated member of the Corporation who is authorized by written resolution of the Board, any contracts or other instruments which the Board has authorized; and (4) perform any duties as may be assigned by the Board.

5.02 Vice-President. The Vice-president shall have the following duties: (1) perform the duties of the President in the absence of the President or in the event of his or her inability or refusal to act; and (2) perform any duties assigned to him or her by the President or by the Board.

5.03 Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds and securities of the Corporation. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such a sum and with such surety or sureties as the Board shall determine. In addition to the other duties prescribed in Article III the Treasurer shall have the following duties, in which he may be assisted by members of the Finance Committee or delegate to the Business Manager of each charter school when appropriate: (1) deposit all funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article VIII of these bylaws; (2) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; (3) sign checks and other drafts requiring payment of money; (4) keep an up-to-date account of all receipts and disbursements, which shall be open for inspection by the Board and auditors at all times; (5) give a report of account at each meeting of the Board (6) furnish an annual statement of all receipts and disbursements of the organization at each annual meeting of the membership; and (7) perform such other duties as may be authorized and directed by the Board from time to time.

5.04 Secretary. The Secretary shall have the following duties: (1) handle the general correspondence of the Board of Trustees; (2) keep the minutes of the meetings of the Board and the membership, which shall be maintained in one or more books provided for that purpose; (3) ensure that all notices required by statute and these bylaws are duly given; (4) serve as custodian of the corporate records and the seal of the Corporation; (5) ensure that the seal of the Corporation is affixed to all documents the execution of which is authorized by these bylaws, by statute or by the Board; (6) maintain a register of the mailing address and phone number of each Trustee which shall be furnished to all Trustees; and (7) perform such other duties as may be prescribed by the Board.

5.05 Limitation. No officer shall obligate the Corporation beyond the items in the approved budget, without specific authority in writing from the Board. Annually, the Board shall delegate to the Executive Committee the scope of authority to make reasonable budget revisions consistent with prudent fiscal practices.

ARTICLE VI. COMMITTEES

6.01 Appointment and Duties. The Board of Trustees, or the President acting under the authority of the Board, shall annually appoint such standing and special committees as the Board may deem proper and necessary and prescribe their membership, powers and duties.

6.02 Standing Committees. Standing committees of the Board may include but are not limited to (1) Executive; (2) Finance and Audit; and (3) Nominating. Other committees may be established when deemed advisable by the Board or by a majority of the general membership. Appointed members of each committee shall hold staggered two-year terms. Committees will choose their own chairs.

6.03 Executive Committee. The Executive Committee shall consist of the officers of the Corporation. The Executive Committee shall perform, as needed, the usual functions of the Board of Trustees in routine management of the affairs of the Corporation during the intervals between meetings of the Board. The President

shall inform the Board of all actions taken by the Executive Committee. The President shall call meetings as needed. The President shall preside and shall have a vote. The committee will develop policies and procedures to direct the Administrator in implementing the charter of that school. For definition purposes, the Administrator is defined as the person who supervises the school staff and oversees curriculum.

6.04 Finance and Audit Committee. The Finance and Audit Committee shall consist of the Treasurer and other members as deemed necessary. The Treasurer shall serve as chair. The Committee shall have the following duties: (1) recommend an annual budget to the Board of Trustees and the Corporation; (2) recommend revisions in the budget; (3) prepare and review expenditure reports for presentation to each Corporation meeting; (4) review monthly financial reports from the charter schools; (5) arrange for audits when deemed necessary; and (6) assist the Treasurer in the performance of his/her duties as assigned.

6.05 Nominating Committee. The Nominating Committee shall consist of at least three members nominated from the floor and elected at the annual fall meeting. The Nominating Committee will select its own chair. It shall have the following duties: (1) notify the membership of the fall annual meeting and solicit nominations for Corporation officers and trustees; (2) present a slate of recommended candidates for the officers and Board of Trustees at or prior to the annual meeting; (3) organize the election at or prior to the meeting or within two weeks afterwards; (4) assist upon request with recruiting candidates for Governing Council positions at a charter school; and (5) perform such other duties as may be assigned by the President.

6.06 Board of Advisors. The Trustees may designate certain outside persons or groups of persons as advisors to the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of a quorum, and shall have no other rights or responsibilities.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, GIFTS, BOOKS AND RECORDS

7.01 Contracts. In addition to the authority granted to the officers by these bylaws in Article V, the Board of Trustees may authorize in writing any officer, officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; however, such authority shall be confined to a single instance.

7.02 Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness above five hundred dollars (\$500) issued in the name of the Corporation shall be signed by two of the following: an officer and designated agent or by two officers. The Board of Trustees is authorized to designate by written resolution other officers or agents who may sign on behalf of the Corporation for instruments of five hundred dollars or less.

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

7.04 Gifts. The Board of Trustees may accept, on behalf of the Corporation, any contribution, gift, bequest, grant, or devise for the general purpose of the Corporation.

7.05 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 and Committees having any of the authority of the Board. The Corporation shall also keep at the registered or principal office, a record giving the names and addresses of the officers and Trustees. All books and records of the Corporation may be inspected by any member of the corporation, his agent or attorney for any purpose at any reasonable time. The Secretary shall be responsible for maintaining such books and records.

ARTICLE VIII. PERSONAL LIABILITY

8.01 The members, trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporation or other entities extending credit to, contracting with or having any claims against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment, of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE IX. FISCAL YEAR

9.01 The fiscal year shall extend from July 1 through June 30 of each year.

ARTICLE X. DISPOSITION OF ASSETS

10.01 Upon the dissolution of the Corporation, any assets remaining shall be disposed of in strict compliance with the requirements of Section 501I (3) of the Internal Revenue Code of 1986 or the corresponding provisions at that time.

ARTICLE XI. AMENDMENTS TO BYLAWS

11.01 Articles II, III, and IV of these bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the Corporation members present at any regular meeting or any special meeting, if at least ten day's written notice is given of intention to alter, amend or repeal or to adopt new bylaws. The Board of Trustees shall have the power to make, amend, or repeal Articles I, V-XI of these bylaws by majority vote of the Trustees. The bylaws may be amended at any regular meeting of the Board of Trustees or any special meeting called for that purpose. At least ten day's written notice must be given of intention to alter, amend or repeal or to adopt new bylaws.

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AMENDED August 20, 2015

AMENDMENT to ARTICLE V. OFFICERS

5.03 TREASURER

- (7) The Treasurer's role as check signer and payment approver shall be segregated from the business managers/accountants duties of making accounting entries.
- (8) Perform other such duties as may be authorized and directed by the Board from time to time.