

BY-LAWS

OF

SCIENCE AND ARTS ACADEMY

(Effective January 1, 2020)

ARTICLE I

NAME AND LOCATION

SECTION I

The name of this Corporation is Science and Arts Academy.

SECTION II

The post office address of its principal office is 1825 Miner Street, Des Plaines, Illinois.

ARTICLE II

MEMBERSHIP

This Corporation shall have no members.

ARTICLE III

FISCAL YEAR

The fiscal year of this Corporation shall begin on the first day of July in each year and end upon the last day of June next succeeding.

ARTICLE IV

BOARD, OFFICERS, AND COMMITTEES

SECTION I

- A. Board of Trustees Membership. There shall be at least eleven (11), and no more than sixteen (16), members of the Board of Trustees, each of whom shall serve without compensation. The exact number of Trustees shall be fixed from time to time by the Board of Trustees. No parent or guardian of a child currently enrolled in Science and Arts Academy shall be elected to the Board of Trustees if, upon such election, the number of Trustees who are

parents or guardians of children currently enrolled in Science and Arts Academy would exceed the number of non-parent Trustees plus one.

- B. Term of Office. All members of the Board of Trustees shall be elected for terms of three (3) years, with approximately one-third (1/3) of the members elected each year. Trustees shall hold office until their successors are elected. Any trustee whose term of office shall have expired may be elected to succeed himself or herself. In the event that any Trustee is absent from three or more Board meetings in any fiscal year, the Executive Committee or the Board of Trustees may (but need not) vote to terminate that Trustee's membership on the Board.
- C. Nominations and Elections. Each year, at the annual meeting of the Board of Trustees, the members present in person shall elect full-term members of the Board of Trustees and such partial term trustees as may be required to complete any unexpired terms, from a single slate prepared by the Nominating Committee.
- D. Vacancies. Interim vacancies occurring in the Board of Trustees caused by death, resignation, or otherwise, shall be filled by a majority vote of the remaining members of the Board.

## SECTION II

- A. Officers of the Board of Trustees. The officers of the Corporation shall consist of a Chair, a Vice Chair, a Recording Secretary, and a Finance Secretary. Officers shall be elected by, and from, the membership of the Board of Trustees at the annual meeting of the Board for a term of one (1) year and they shall be eligible for reelection, except as provided below. They shall hold office until their successors are elected.
  - 1. Chair. The Chair shall preside at all meetings of the Board of Trustees and shall discharge all duties which devolve upon a presiding officer. The Chair shall be an ex-officio member of all committees, and shall, with the approval of the Board of Trustees, appoint the chairs and members of all committees for which no other provision has been made. The Chair shall perform such other duties as the Board of Trustees may prescribe. No person may serve more than three consecutive years as Chair.
  - 2. Vice Chair. The Vice Chair shall assume all the duties and powers of the Chair in his or her absence or inability to serve. The Vice Chair shall serve as the Chair of the Executive Committee. The Vice Chair shall assume such additional duties as the Board of Trustees may designate.

3. Recording Secretary. The Recording Secretary shall cause to be kept a true and complete record of the proceedings of the meetings of the Board of Trustees. The Recording Secretary shall be the custodian of the papers, books and records of this Corporation and of the Corporate Seal (if any), and shall in general perform all duties incident to the office of secretary. The Recording Secretary shall perform such other duties as may pertain to this office, or as the Board of Trustees may prescribe.
  4. Finance Secretary. The Finance Secretary shall be responsible for the finances of this Corporation, shall cause to be kept the records of account, shall see to the deposit and custodianship of monies and other valuables, and shall in general perform all of the duties incident to the position of principal financial officer. The Finance Secretary shall serve as chair of the Finance Committee, and shall perform such other duties as the Board of Trustees may prescribe. No person may serve more than four consecutive years as Finance Secretary.
- B. Vacancies. Whenever any vacancy shall occur in any office (other than the head of the school) by death, resignation, or otherwise, the same shall be filled by the Board of Trustees and the officer so elected shall hold office until his or her successor is chosen.

### SECTION III

- A. Powers and Duties of the Board of Trustees. The Board of Trustees shall (i) have general charge and control of the affairs, funds, property and policies of this Corporation; (ii) further the objectives and purposes of the Corporation as set forth in the Articles of Incorporation, and preserve and promote the philosophy and mission of this corporation; (iii) exercise all powers of this Corporation and do all such lawful acts and things as are not prohibited by the State of Illinois relating to this class of corporation or the Articles of Incorporation; and (iv) exercise general supervision over the school and the agents and employees thereof, initiating and implementing such programs and projects as it shall deem advisable for the efficient operation and welfare of the school. Any change in the mission or philosophy of the Corporation shall require the affirmative vote of at least two-thirds (2/3) of the voting Trustees then holding office.
1. School Operating Accounts. The Board of Trustees shall maintain one or more bank accounts for income and expenditures in connection with the business and operation of this Corporation. Such account(s) shall be kept in reliable depository(ies). All checks and drafts in

connection with the expenditure of funds shall be signed by the person or persons so authorized by the Board of Trustees by resolution recorded in the minutes of said Board.

2. Annual Budget. The Board of Trustees shall be responsible for the preparation and adoption of the annual budget for the operation and maintenance of this Corporation. The Finance Secretary and the head of the school shall prepare the proposed budget for each year, and present same to the Board of Trustees for approval.
3. Financial Responsibilities. The Board of Trustees shall be responsible for the collection and expenditure of tuition, fees and other charges, and of any other funds which may be allocated for the operation of this Corporation. It shall determine tuition, fees and other charges. Financial records shall be maintained in accordance with sound accounting principles.
4. Delegation of Duties. The Board of Trustees may delegate the powers or duties of the officers of the Board to any trustee.
5. Term Limit for Standing Committee Chairs. No Trustee shall serve for more than three consecutive years as the chair of any one standing committee of the Board of Trustees (other than the Finance Secretary, who may serve four consecutive years as chair of the Finance Committee as provided in Article IV, Section II.A. above).

B. Meetings of the Board of Trustees.

1. Annual Meeting. The Board of Trustees shall meet each year within sixty (60) days prior to the end of the fiscal year, for the purpose of organizing, election of officers, election of members of the Board of Trustees, and consideration of any other business which may be brought before the meeting. Notice of this meeting shall be sent to each member of the Board of Trustees not less than five (5) days prior to this meeting.
2. Special Meetings. Other meetings of the Board of Trustees shall be held upon the call of the Chair, the Vice Chair or three (3) or more other members of the Board of Trustees. At least five (5) days' notice, giving the time, place, and purpose of such meeting, shall be given to each member of the Board of Trustees.
3. Head of School Participation in Board Meetings. The head of the school shall be expected to attend and participate at all Board meetings so that the Board may have the benefit of his or her counsel, expertise and vision concerning the affairs of the school.

- C. Quorum and Voting of the Board of Trustees. A majority of the voting members of the Board of Trustees shall constitute a quorum for any meeting of the Board. Each voting member of the Board of Trustees shall be entitled to one (1) vote upon any and all questions properly coming before any meeting of the Board.

#### SECTION IV

- A. Executive Committee Membership. There shall be five members of the Executive Committee. The Executive Committee shall be composed of the officers of the Board of Trustees and at least one at large member of the board selected by the entire board. No more than four members of the Executive Committee shall be parents or guardians of children currently enrolled in Science and Arts Academy.
- B. Powers and Duties of the Executive Committee.
1. The Executive Committee shall prepare materials related to the employment, evaluation, compensation and discharge of the head of the school for each year, and present same to the Board of Trustees for approval.
  2. The Executive Committee shall be responsible for setting the goals and agenda for the Board.
  3. The Executive Committee shall be authorized to fulfill the functions of the Board of Trustees between the meetings of the Board of Trustees, subject to two limitations:
    - a. Unless expressly authorized by resolution of the Board of Trustees, the Executive Committee shall not authorize corporate expenditures (except with respect to compensation of the head of the school) in excess of a cumulative total of Fifty Thousand Dollars (\$50,000) in any twelve month period.
    - b. The Executive Committee shall give written notice to each member of the Board of Trustees of all actions taken by the Executive Committee. Such notice shall be given prior to the next meeting of the Board of Trustees following the date of the Executive Committee meeting at which such action is taken, but in no event more than thirty (30) days after the date of such action.
  4. In the event that any Trustee is absent from three or more Board meetings in any fiscal year, the Executive Committee may (but need not) vote to terminate that Trustee's membership on the Board (as provided in Article IV, Section I.B. above).

- C. Meetings, Quorum and Voting of the Executive Committee. Meetings may be called by any member of the Executive Committee. Four-fifths of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

#### SECTION V

Head of School. The head of the school shall be the chief executive officer, and shall in general supervise and control the administrative, operational and educational affairs of the Corporation, including recruiting and supervision of teachers and staff (including the authority to enter into binding contracts with instructors and other personnel), school curriculum, student admission standards, general supervision and discipline of students, day to day physical plant matters, liaison with parents and the public, other duties customarily carried out by a chief executive officer, and such other duties as may be prescribed by the Board from time to time. The Board of Trustees shall be responsible for the employment, evaluation, compensation and discharge of the head of the school. The Executive Committee shall prepare materials related the employment, evaluation, compensation and discharge of the Head of School for each year, and present same to the Board of Trustees for approval.

### ARTICLE V

#### FAMILY AND SCHOOL ASSOCIATION (FSA)

#### SECTION I

There shall exist a parent-teacher association (herein referred to as the "FSA"). The FSA shall function as a part of the Corporation for the purpose of participating in the promotion of parent and public interest in the philosophy, activities, and accomplishments of the school. The activities of the FSA shall be coordinated with the head of the school and shall be subject to general oversight by the Board of Trustees. Specific functions may be delegated to the FSA by the Board of Trustees, including development and implementation of projects to raise money for operation and improvement of the school.

#### SECTION II

Parents or guardians of current school students, and faculty, shall be members of the FSA.

#### SECTION III

The officers of the FSA shall be those individuals designated from time to time pursuant to Article VI, Section II below. The officers shall hold office for the fiscal year following their selection or until successors shall be chosen, and they shall be eligible for

reappointment. Whenever any vacancy shall occur in any office, the same shall be filled by the head of the school or such vacancy shall continue unfilled, as the head of the school shall determine. The duties of such officers shall be those designated from time to time by the head of the school or by the Board of Trustees.

#### SECTION IV

The officers of the FSA may effect any expenditure of funds that is: (i) authorized by a budget approved by the Board of Trustees; or (ii) specifically approved by the Board of Trustees or the head of the school. Proceeds from fundraising projects and other revenues of the FSA shall be part of and included in the monies of the Corporation and shall be kept in the accounts of the Corporation.

### ARTICLE VI

#### NOMINATING COMMITTEES

##### SECTION I

Board of Trustees. Prior to the annual meeting, the Chair of the Board of Trustees shall appoint a nominating committee of at least three (3) persons, including at least two (2) members of the Board of Trustees. At the annual meeting of the Board of Trustees, the Nominating Committee shall present a single slate of candidates for the Officers and Trustees to be elected at such annual meeting. At each annual meeting of the Board of Trustees, additional nominations may be made from the floor.

##### SECTION II

Family and School Association. Prior to the end of each fiscal year, the head of the school shall appoint an FSA Nominating Committee. The FSA Nominating Committee shall include at least one current officer of the FSA (if available), at least one member of the Board of Trustees, and the head of school. Additional committee members may be added at the discretion of the head of the school. The FSA Nominating Committee shall select the officers of the FSA for the coming fiscal year.

### ARTICLE VII

#### INDEMNIFICATION OF BOARD, OFFICERS AND HEAD OF SCHOOL

Each person who is or was a director, officer or head of the school (and the heirs, executors or administrators of such persons if disabled or deceased) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding (including an action by or in right of the school), whether civil, administrative or investigative, by reason of the fact that such person is or

was an uncompensated director or officer as defined in the Illinois Nonprofit Corporation Act, or is or was serving in a voluntary capacity at the request of the Board, executive committee or head of the school (such as, for example, the officers or other members of the FSA), shall be indemnified and held harmless by the school and the Board to the fullest extent permitted by law. Indemnification for acts involving potential criminal liability shall be considered in good faith by the Board on a case-by-case basis.

ARTICLE VIII  
AMENDMENTS

These By-Laws may be rescinded, changed, or amended by vote of at least two-thirds (2/3) of the voting Trustees then holding office; provided, that if at the time of such vote parents or guardians of children currently enrolled in Science and Arts Academy comprise a majority of the Board of Trustees, then any such rescission, change or amendment shall also require the affirmative vote of at least two-thirds (2/3) of the voting Trustees who are not parents or guardians of children enrolled in Science and Arts Academy.

Approved: January 21, 2020