

**BYLAWS OF  
Illinois Prep Charter School, Inc.**

**ARTICLE I: Offices**

**1.1 *Principal Office.*** The principal office of Illinois Prep Charter School, Inc. shall be located at (TBD) 2150 S. Canalport Ave, Chicago, IL 60608, or at such other location designated by the Board of Directors.

**1.2 *Registered Office.*** The registered office of the corporation shall be at 2150 S. Canalport Ave, Chicago, IL 60608.

**1.3 *Other offices.*** The corporation could establish offices at other locations as designated by the Board of Directors.

**ARTICLE II: Board of Directors**

**2.1 *General Powers.*** The business affairs of Illinois Prep Charter School, Inc., except as otherwise expressly provided by law, shall be conducted according to these By-Laws declaring that all of the power of the corporation shall be rested in the board of directors.

**2.2 *Number and Qualifications.*** The number of board members shall be determined by the board. A range of between five and seven board members is suggested. Each director shall serve a three-year term with an opportunity for renewal upon approval of the board by a quorum majority vote. There are term limits, meaning that members can serve a maximum of three (3) three-year terms and may hold a board member position during this time or until, resignation, retirement, removal, disqualification, or his/her successor shall have been appointed and seated on the board. The only qualifications are: 1) Agree to abide by a Code of Ethics including the signing of agreements related to Conflict of Interest and Confidentiality; 3) and agree to provide positive support as an advocate for the incorporated non-profit including Illinois Prep Charter School.

**2.3 *Election and Terms of Board Members and Officers.*** Members shall be appointed at any annual or “special called meeting” of the board of directors by a majority vote of members then in office. Voting must occur at a meeting in which a quorum is established and documented in the minutes. Voting should be conducted in an anonymous manner. The election of directors shall be an order of business at each annual board meeting. The officers of the board shall be elected for three-year terms by the board of directors. Officers can be considered for renewal/re-election for a maximum of three (3) three-year terms. Officers may hold office until resignation, term expiration, removal, or disqualification. Board officers shall be considered as active board members until his/her successor is duly appointed and “seated” on the board. Three-year terms

of all board members will be staggered. Renewals and/or newly appointed board members will be recognized and “seated” at each annual meeting.

**2.4 Removal.** Directors may be removed from office at any time with or without cause. Removal would require a majority vote of members then in office at a regular, or “special called meeting”, in which there is a quorum present. Any board officer elected or appointed by the board of directors may be removed by the board whenever, in its judgment, the best interests of the corporation will be served.

**2.5 Vacancies.** Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors at a regular, or “special called meeting”, in which a quorum of remaining directors are present, or by the sole remaining board member.

**2.6 Officers of the Board.** There shall be a board chairperson, vice-chairperson, treasurer, and secretary. These officers will serve a term of three years and can be re-elected in a democratic process, including an anonymous voting system, by a quorum majority vote. Elections of officers and board members will be a topic of discussion at each annual meeting to review board progress. Any board officer can be removed, and a new officer elected, at any special called meeting. Special called meetings can be requested by the chair, or any two board members. All board members must be notified of special called meetings three days in advance of the meeting including the date, time, location, and agenda topics. The board chair, or in his/her absence the vice-chair, shall preside at all meetings of the board of directors. Each board officer shall perform such other duties as may be directed by the board of directors.

**2.6a Board Chairperson.** The board chair shall preside at all board meetings. Board meetings will generally be called by the board chair. Even though a board packet, and/or related information, will be generated and mailed by administrative staff, the chair will select and/or approve the day, time, and location of board meetings. The board chair will generally approve agenda topics. The board chair must work closely with the organization’s executive director to meet the needs of the corporation. The chairperson may be asked to sign important documents, attend mandatory training sessions as required by the Illinois State Board of Education, and to accompany organization staff when attending important business meetings. The board chair should be well versed in Robert’s Rules of Order to conduct board meetings. The board chair is also responsible for initiating an annual personnel evaluation of the corporation’s executive director who also serves as the school principal.

**2.6b Vice-Chairperson.** The vice-chair shall have such powers and duties as may from time to time be assigned to him or her by the board of directors. The vice-chair may sign and execute, in the name of the corporation, instruments authorized by the board of directors, except where the signing and execution of such documents shall be expressly delegated by the board of directors, or the chairperson, to some other officer or agents of the organization or shall be required by law otherwise to be signed or executed. In the absence of the board chair, or in the event of his or her death, inability, or refusal to act, the vice-chair, unless otherwise determined by the board of directors, 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.

**2.6c Treasurer.** The treasurer shall be somewhat familiar with all funds, financial records (books), securities, receipts, disbursements of the corporation, and related financial matters. The treasurer shall be aware of all monies and securities of the corporation in such banks and depositories as shall be designated by the board of directors. The board treasurer should work closely with the finance director to be knowledgeable of the finance director’s responsibilities that include the following: (i) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) the preparation of appropriate operating budgets and financial statements and (iii) the preparation and filing of all

tax returns by law. The finance director shall have custody of the corporate seal and is duly authorized to use this seal, and subsequent signature, to execute documents of the corporation.

**2.6d Secretary.** The secretary shall approve and sign the minutes of the meetings BEFORE the minutes are submitted for full board approval. All board minutes of all meetings should be filed in the corporation office at Illinois Prep Charter School for a period of seven years. The board chair, board secretary, and Ignite staff should communicate to see that all board notices are duly given in accordance with the provisions of these by-laws, or as required by law. The secretary shall have responsibility to review the work of Ignite staff in the origination and maintenance of the records, official papers, and related business correspondence of the corporation. The secretary, in general, will perform all duties incidental to the office of board secretary and such other duties as from time to time may be assigned to him/her by the corporation chair, by the board of directors, or by these by-laws.

### **ARTICLE III Meetings of the Board of Directors**

**3.1 Annual Meetings.** The annual meeting of the board of directors shall be held at 6:00 p.m. on the last Tuesday or Thursday in June of each year, but prior to June 30, for the purpose of approving the budget amendments of the year, for the approval of the tentative budget of the next year, and for the transaction of any other business properly before the board of directors. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day that is not a legal holiday. If the annual meeting shall not be held on the day designated by these bylaws, a substitute annual meeting may be called by or at the request of the board of directors and such meeting shall be designated and treated for all purposes as the annual meeting in the month of June each year. Agenda items will include the performance of the board, the incorporated non-profit, and Illinois Prep Charter School in general. Specific topics will include the election of board officers and board members, including the renewal of terms if necessary, a preliminary year-end performance report, review of service plans for the upcoming fiscal year (July 1 – June 30), and a financial report stating the general financial health of the foundation. Transactions of any other business properly brought before the Board of Directors may also be conducted.

**3.2 Monthly Meetings.** Quarterly meetings of the board of directors shall be held on the first Tuesday of each month, unless the date falls on a holiday. If this date The June annual meeting will also serve as the fourth quarterly meeting of the Board.

**3.3 Special Meetings.** Special meetings of the board of directors may be called by or at the request of the chairman or any two directors the board chair, or any two board members.

**3.4 Place of Meetings.** The annual, special, and/or quarterly board meetings or any special meetings of the board of directors shall be held at the principal office of the corporation, at the school location, or at such other place, either within or without the state of Illinois, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the directors then in office, Illinois Prep Charter School administrative offices, unless arrangements are made to change the meeting location. If the board meeting is held off-site, the meeting location must be in the State of Illinois. The designated location will be included in the notice of the meeting. Board meeting notices must be mailed to board Members at least ten days in advance of the scheduled meeting date.

**3.5 Notice of Meetings.** The Chairman shall give notice of each annual meeting of the Board of Directors by mailing such notice to each director at least ten days before the meeting. The chairman or other persons calling a special meeting of the board of directors shall give notice thereof by mailing such notice to each director at least three days before the meeting. The board chair shall give notice of each meeting of the board of directors. Board notices shall be given in the form of regular mail, email, text message, or other means as requested by individual board members. Notices of meetings will be mailed/sent ten days in advance of the meeting date. If special meetings are called by the board chair, or by any two members of the board, board members shall be given notices thereof at least three days in advance before the special meeting date. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the board of directors, except as otherwise provided by law or these bylaws public meeting law.

**3.6 Waiver of Notice.** Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed with the corporate records or as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction or any business because the meeting is not lawfully called or convened.

**3.7 Quorum.** A majority of the number of directors fixed by these bylaws shall constitute a quorum the number of members on the current board roster must be in attendance to establish a meeting quorum. A quorum must be present for the transaction of formal business at any meeting of the board of directors.

**3.8 Manner of Acting.** Except as otherwise provided in these bylaws, the act of the majority of the directors present at a properly convened meeting, at which a quorum is present, shall be the act of the board of directors.

**3.9 Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he objects at the beginning of the meeting, or promptly upon his arrival, to holding it, to table such action or refrain from or transacting business at the meeting, or his dissent or abstention from the action is otherwise entered into the minutes of the meeting, or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. The right to dissent is not available to a director who voted in favor of such action. Also, when formal voting takes place, votes will be categorized as "No", "Abstain", or "Yes".

**3.10 Informal Action by Directors.** Action taken by a majority of the directors without a meeting is nevertheless action of the board of directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors, whether done before or after the action so taken.

**3.11 Participation by Telephone.** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

## ARTICLE IV Officers

**4.0 Officers of the Corporation.** The officers of the corporation shall consist of a chairman and a vice-chairman. Other officers may be specified by the board of directors and may from time to time be elected by the board of directors. The chairman shall automatically serve as president. The president shall be the chief executive officer of the corporation and shall be primarily responsible for the implementation of policies of the board of directors. He or she shall have authority over the general management of the corporation in accordance with these bylaws, subject only to the ultimate authority of the board of directors. He or she may sign and execute instruments in the name of the corporation except in cases where the signing and the execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law otherwise to be signed or executed. In addition, he or she shall perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the board of directors.

**4.1 Vice-Chairman.** The vice-chairman shall have such powers and duties as may from time to time be assigned to him or her by the board of directors. The vice-chairman may sign and execute in the name of the corporation instruments authorized by the board of directors, except where the signing and execution of such documents shall be expressly delegated by the board of directors or the chairman to some other officer or agents of the corporation or shall be required by law otherwise to be signed or executed. In the absence of the chairman or in the event of his or her death, inability, or refusal to act, the vice-chairman, unless otherwise determined by the board of directors, shall perform the duties of the chairman, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairman.

**4.2 Elections and Terms.** The officers of the corporation shall be elected by the board of directors, and each officer shall hold office until his or her resignation, retirement, removal, or disqualification or until his or her successor shall have been elected and qualified. Any board officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment the best interests of the Corporation will be served thereby.

**4.3 Bonds.** The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other condition as may from time to time be required by the board of directors.

## **ARTICLE V Indebtedness**

**5. Indebtedness.** No indebtedness of the corporation in excess of \$10,000 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office. Any and all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the board of directors shall determine.

## **ARTICLE VI Contracts, Loans, Checks, and Deposits**

**6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**6.2 Loans.** No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**6.3 Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the board of directors.

**6.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may elect.

## **ARTICLE VII General Provisions**

**7.1 Seal.** The corporate seal of the corporation shall contain the name of the Corporation and shall be in such form as approved by the board of directors.

**7.2 Waiver of Notice.** Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**7.3 Indemnification.** The corporation shall indemnify its officers and directors to the maximum extent required or permitted by Illinois law as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.

**7.4 Fiscal Year.** The fiscal year of the Corporation shall be from July 1 through June 30.

**7.5 Amendment of Bylaws.** Except as otherwise provided by law, by the articles of incorporation or herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any annual or special meeting of the board of directors; provided however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these bylaws.

## **ARTICLE VIII Dissolution**

**8. Dissolution.** Upon dissolution of the charter school or upon the nonrenewal of the charter, all net assets of the charter school purchased with public funds shall be deemed the property of the local school administrative unit in which the charter school is located.