

HOPE NETWORK OF SCHOOLS

BYLAWS

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BYLAWS OF HOPE Network of Schools

ARTICLE I: NAME AND PURPOSE

Section 1. Name and Location. The name of the corporation shall be HOPE Network of Schools. Its principal office shall be located at 7159 S. Peoria, Chicago, Illinois. The school is location is to be determined within the Chicagoland Area.

Section 2. Purpose. The HOPE Network of Schools (HNS) is a school network committed to cultivating academic excellence, leadership and success among students. HNS will create and implement innovative school models based on best practices, designed make youth lifelong learners and equipped with good citizenry and global skills. The HOPE Network of Schools is organized exclusively for charitable, religious, educational, scientific, or literary purposes, including such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE II: DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Corporation. The Board shall also be empowered to adopt rules and regulations governing the action of the Board and the Corporation, generally, and to allocate, distribute and/or pay out the moneys received.

Section 2. Number of Directors. The corporation shall be managed by a Board of Directors consisting of 7 (seven) directors and the Chief Executive Officer. Each shall have one vote. The Chief Executive Officer will vote only in the event of a tie.

Section 3. Election of Term of Office. The directors shall be elected at the annual Board of Directors meeting. Each director shall serve a term of 3 year(s), until a successor has been elected and qualified. Directors may be reelected.

Section 4. Compensation. Board members shall be persons who are personally committed to the mission and vision of the Hope Network of Schools (HNS). Those who serve as

directors offer their services as volunteers and not employees. Board members shall not receive compensation for their service. Only one employee, the Chief Executive Officer may serve as a *non-voting member* on the board and must be approved by the majority of members in good standing at a meeting in which a quorum is present. The role of the Chief Executive Officer as a Board Member shall be voluntary for which no compensation is received.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held monthly on the third Thursday at the corporate office, 7159 S. Peoria, Chicago IL 60621. The Board of Directors may provide, by resolution the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation (7159 S. Peoria) in the absence of any designation in the resolution. At any time, the Directors may elect by majority vote of members in good standing to change the regular meetings from monthly to bi-monthly or quarterly.

Section 6. Annual Meeting. An annual meeting shall be held the third Friday in June of each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 7. Place of Meetings. All meetings of the Board of Directors shall be held either at the principal office of Demoiselle 2 Femme, NFP or at any other place within or outside the State of Illinois, as determined by resolution of the Board.

Section 8. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Board Chair, or in the absence of, by Vice Chair. The Secretary shall act as the secretary of all meetings of the board *provided, that*, in his or her absence the presiding officer shall appoint another Member to act as Acting Secretary of the meeting. The minutes shall be reconciled and submitted to the board of directors for approval before being entered in the Book of Minutes as the official minutes. All such meetings shall be conducted according to Robert's Rules of Order.

Section 9. Special Meetings. Special meetings of the Board of Directors may be requested by the President or by a majority vote of the Board of Directors. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 10. Notice of Meetings. Written notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed/emailed to all Board of Directors of record at the address/email address shown on the corporate books at least 10 days prior to the meeting or in an emergency, such notice shall be called as dictated by need.

Section 11. Adjourned Meetings. Any meeting, monthly, regular or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the Directors present.

Section 12. Quorum. A simple majority of the directors, whether represented in person, by conferencing, or by proxy, shall constitute a quorum at a Board of Director's meeting. If a quorum is represented at any part of the meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Board of Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 13. Procedures. The vote of a majority of the director at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. 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 their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 14. Conference Meetings. The Board shall permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 15. Electronic Voting. Each director in Good Standing shall be entitled to one (1) vote on each matter submitted to a vote of the Board. Electronic voting may be used in connection with both meetings of the Board and the solicitation of written consents as follows. For purposes of soliciting electronic votes in connection with a meeting of the Board at which a quorum was present, the requisite number of votes that would have been required at such meeting to pass an action shall be required to pass an action via this electronic voting provision.

Section 16. Resignation and Removal. Any director may resign at any time by giving written notice to the Board or the Chief Executive Officer. A resignation is effective upon the date provided for in the notice. Once delivered, a notice of resignation is irrevocable unless permitted to be withdrawn by the Board prior to its effectiveness. A director may be removed "For Cause" at a meeting called for that purpose. For the purposes of this Section 16, "For Cause" shall mean when any director has been (i) declared of unsound mind by a final order of court, (ii) convicted of a felony, or (iii) found by the Board to have breached any duty arising under these Bylaws. Such director may only be removed "For Cause" after

the affirmative vote of a majority of the directors (exclusive of the director facing removal) represented at a Board meeting at which a quorum is present.

Section 17. Vacancies. A vacancy or vacancies shall be deemed to exist (i) in the case of the death or the resignation or removal of any director (ii) if the authorized number of directors is increased without election or appointment, as applicable, of the additional directors so provided for; or (iii) in the case of failure at any time to elect or appoint, as applicable, the full number of authorized directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason or an increase in the number of Directors, shall be filled by a two-third (2/3) majority vote of the Board of Directors.

Section 18. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 19. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 20. Informal Action. Any action required to be taken, or which may be taken, at a Board of Directors meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth action so taken, is signed by the majority Directors with respect to the subject matter of the vote.

ARTICLE III: OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be the Chief Executive Officer, the President, a Treasurer, and a Secretary.

- a. **President:** The President shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. **Chief Executive Officer:** The Chief Executive Officer (CEO) of the Corporation shall have general and active management of the affairs of the Corporation and see that all orders and resolutions of the Board are carried into effect. The CEO shall execute the bonds, mortgages and other contracts requiring a seal under the seal of the Corporation and report to the Board of Directors matters of interest. The CEO or designate may fix the salaries or other compensation of agents and employees of the Corporation provided that compensation with respect to the CEO must be fixed by the other members of the Board of Directors and all compensations are within the approved budget of the Board of Directors.

- c. **Treasurer:** The Treasurer shall oversee the financial records and audit for the Corporation and make recommendation to the Board regarding fiscal matters.
- d. **Secretary:** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Section 2. Election and Term of Office. The officers shall be elected at the annual meeting of the Board of Directors. Each officer shall serve a two year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. A director shall be subject to removal, with or without cause, at a meeting of the Board of Directors. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

ARTICLE IV: CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall have a corporate seal kept by the CEO at its corporate office for execution of documents requiring the seal. No contracts will be entered into, no loans will be contracted on behalf of the Corporation and no evidence of indebtedness will be issued in the name of or on behalf of the Corporation unless authorized or ratified by a resolution of the Board of Directors. Except as otherwise provided by law, all checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, obligations, and other instruments executed in the name of and on behalf of the Corporation shall be executed and attested by such officer or officers, including the Chief Executive Officer, of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

ARTICLE V: AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors or the Board of Directors by a majority of a quorum vote at any regular or special meeting provided however, that the Board of Directors may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors to be in compliance with 501 (c) (3). If any portion of these Bylaws shall be invalid or inoperative,

then so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative.

ARTICLE VI: INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE VII: DISSOLUTION

Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation by donating them to the HOPE Network of Schools for exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. In case of the dissolution of the organization or if they have ceased to be 501(c)3 exempt, all assets of the shall be distributed to such other 501(c)3 organizations or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: PRIVATE INTERESTS

The organization is not organized or operated for the benefit of private interests. No part of the net earnings of the corporation shall inure to the benefit, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX: NON-DISCRIMINATION POLICY

In accordance with the Chicago Commission on Human Relations Rights ordinance and the Human Rights Act, all decisions of the HOPE Network of Schools shall be made without regard to an individual's race, color, sex, age, religion, disability, national origin, ancestry, sexual orientation, marital status, parental status, military discharge status or source of income, in the selection of staff, the admission of students, or in any and all other policies and procedures of the corporation.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the bylaws of the HOPE Network of Schools, duly adopted by the initial Board of Directors meeting on March 29, 2017.

Frances Newman, Secretary
March 29, 2017