

**BYLAWS OF
DELAWARE ACADEMY OF PUBLIC SAFETY AND SECURITY, INC.**

A not-for-profit corporation
Adopted as of 11-05-08

**ARTICLE I
POWERS AND FUNCTIONS OF DIRECTORS**

Subject to limitations imposed by law, the Certificate of Incorporation, or these bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (collectively, the "Board" or the "Directors"; individually, a "Director"). The Board has the power to manage the property and business of this corporation (the "Corporation"). The members of the Corporation (the "Members") shall have no voting rights, other than as provided by the General Corporation Law of the State of Delaware and the provisions of these bylaws.

Without limiting the foregoing, the Board shall conduct the business of the Corporation, including:

- a) Adopting the bylaws of the Corporation;
- b) Determining the general policies and strategic planning of the Corporation;
- c) Establishing the annual budget and approving major expenditures;
- d) Selecting projects and approving the overall budget of said projects;
- e) Approving the administrative budget of the Corporation;
- f) Approving the annual reports of the Corporation;
- g) Approving the annual financial statements of the Corporation;
- h) Electing officers and filling vacancies in said offices as may occur from time to time during the year;
- i) Establishing standing committees including but not limited to the following:
 - (i) Fundraising Committee;
 - (ii) Executive Committee;
 - (iii) Academic Committee;
 - (iv) Public Safety Committee;
 - (v) Personnel Committee.

All standing committees shall be established by a majority vote of the members of the Board of Directors.

The Executive Committee shall consist of the Board Chair and three committee Chairs.

ARTICLE II

MEETINGS OF THE BOARD

Section 1. Compliance with Delaware Code. The Board shall conduct its meetings within the State of Delaware as if it were a "public body" as defined in 29 Del. C § 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 by these bylaws.

Section 3. Reliance. A member of the Board, or of any committee thereof shall, in the performance of his or her 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 competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE III

MEMBERSHIP OF THE BOARD

Section 1. Number. The Board shall consist of no less than two (2) Directors and no more than eleven (11) directors. Notwithstanding the foregoing, the Board of Directors may increase or decrease the number of Directors pursuant to an affirmative vote of a majority of Directors.

Section 2. Eligibility. The Directors of the Corporation shall be the only Members thereof; and upon ceasing to be a Director, any such person shall cease to be a Member. The election of Directors as provided in these Bylaws shall likewise serve to elect such Director to membership in the Corporation. No member of the Board may be related by blood or by marriage to any other member of the Board. The principal of Delaware Academy of Public Safety and Security is not eligible to be a member of the Board.

Section 3. Voting: Rights. Each Director shall have one vote.

Section 4. Liability. No Director shall be personally liable for the debts, liabilities or obligations of the Corporation.

Section 5. Election and Term. The initial directors of the Corporation shall be selected by the Incorporator pursuant to a written action. Directors shall, in their discretion, elect additional eligible directors pursuant to an affirmative vote of a majority of all the directors of the Corporation, provided that the limit on the number of Directors set forth above in Section 1 of this

Article III shall not be exceeded. Up to six (6) board members shall serve two-year terms. Up to five (5) board members shall serve three-year terms. To the extent the number of Directors is expanded pursuant to this section, the board shall be balanced, as nearly as practicable, among members serving three-year terms and members serving two-year terms. One parent and one teacher shall be elected as members of the Board.

Section 6. Removal. A Director may be removed from the Board, with or without cause, by an affirmative vote of at least a majority of the Directors. Failure to abide by any attendance policy established by the Board shall be grounds for removal from the Board by majority vote of the Board.

Section 7. Compensation. Directors shall serve without compensation, unless a majority of the Board votes at a regularly scheduled meeting of the Board that compensation is to be paid to any member(s) or director(s).

Section 8. Resignations. Any Director may resign from the Board by giving written notice to the Chair or the Secretary.

ARTICLE IV **MEMBERS**

Section 1. Members of the Corporation. The Members of the Corporation shall be the member(s) of the Board of Directors.

Section 2. Annual Meeting. An annual meeting of the Members of the Corporation shall be held immediately preceding the annual meeting of Directors at such place, on such date, and at such time as shall have been established by the Board.

Section 3. Special Meetings. Special meetings of the Members of the Corporation may be held at the call of the Board, or by written petition of at least 10% of the Members of the Corporation, for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Compliance with the Act; Notice. A 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, by telecopier or by telegram 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 this § 3, all meetings of Members shall be conducted pursuant to and in compliance with the Act.

Section 5. Quorum At any meeting of the Members, a quorum for the transaction of business, if applicable, shall consist of one-third of all of the Members of the Corporation, except to the extent that a greater number of Members may otherwise be required by law. An act of the majority of Members present and voting shall be the act of the Members, except as may otherwise be required by these Bylaws.

Section 6. Waiver or Consent. The transaction of business at any meeting of the Members of the Corporation, however called and noticed and wherever held, shall be as valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Members not present signs a written waiver of 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 made 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 V
OFFICERS

Section 1. Officers: The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary, Treasurer, and such assistants to the Secretary or Treasurer as the Board may deem necessary. The officers shall perform such duties as described in this Article and shall receive no compensation for these services, except as otherwise expressly noted. Only members of the Board may serve as the Chair, Vice Chair, Treasurer and Secretary. Any person may hold more than one office.

Section 2. Election and Term. The officers of the Corporation shall be elected by, and serve at the pleasure of, the Board. The initial officers shall be elected for one year terms provided that an officer appointed to fill a vacancy shall serve for the remainder of the term of his or her predecessor, and provided further that 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 offices of the Corporation may be filled for the unexpired term by the Executive Committee with approval of the Board by majority vote.

Section 4. Chair. The Chair shall preside at all meetings of the Board and all meetings of the Members of the Corporation. The Chair shall serve as the principal executive officer of the Corporation. The Chair shall see that all orders and resolutions of the Board and the Executive Committee or other committees of the Board are carried into effect. The Chair shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other directors are properly performed.

Section 5. Vice Chair. Each Vice Chair shall have such powers and duties as may be prescribed from time to time by the Chair or by the Board. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair.

Section 6. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the Board, shall make service of all such notices as may be required under the provisions of these bylaws or by law, shall be custodian of the corporate records and of the corporate seal, and shall have such other powers and duties as may be prescribed from time to time by the Chair or the Board.

Section 7. Treasurer. The Treasurer shall be responsible for the oversight of the custody of all funds of the Corporation, shall generally supervise the accounting and bookkeeping of the Corporation, shall regularly report to the Board as to the financial condition and results of the

operation of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Chair or the Board.

ARTICLE VI EXECUTION OF 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 any one of the following officers: the Chair, Vice Chair, Treasurer, Secretary or any Assistant Treasurer or Assistant Secretary.

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 corporate seal, by the Secretary of the Corporation or his or her delegate.

ARTICLE VII INDEMNIFICATION

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 action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he, or a person for whom he 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, enterprise or nonprofit entity, including service with respect to employee benefit 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 proceeding (or part thereof) was authorized by the Board of the Corporation.

Section 2. Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment 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 therefore 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 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 applicable law.

Section 4. Non-exclusivity of Rights. The rights conferred on any person by this Article VII 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

Members or disinterested directors 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 a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any 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 may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article VII.

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.

ARTICLE VIII **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 IX **AMENDMENT OF BYLAWS**

These bylaws may be amended, suspended or repealed by the affirmative vote of two-thirds of all Members of the Corporation at any meeting of the Members or by unanimous written consent of all Member.

ARTICLE X **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 XI **FISCAL YEAR**

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

The undersigned, THOMAS E. ERVIN, does hereby certify that the foregoing is a true copy of the bylaws of Delaware Academy of Public Safety and Security, Inc. and that the same are in full force and effect at this date.

Thomas E. Ervin
Secretary