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**I. ORGANIZATION**

- A. Anchor Location: The physical location from which an electronic meeting originates or the participants are connected.
- B. Principal Office: The principal office of Athlos Academy of Jefferson, a Louisiana Nonprofit Corporation ("Corporation"), is 3000 21<sup>st</sup> Street, Metairie, Louisiana 70002. The Corporation may have other offices as the Board of Directors may designate or as the business of the Corporation may require.
- C. Powers: The Corporation shall have such powers as are now or may hereafter be granted by the Louisiana Nonprofit Corporation Law, or any successor legislation, and in accordance with Title 28, Chapter I of the Louisiana Administrative Code as interpreted by "Bulletin 126": except that such powers may be exercised only in furtherance of the purposes of the Corporation as stated in its Articles of Incorporation and consistent with its status as a corporation described in Section 501 (c)(3) of the Internal Revenue Code.
- D. Registered Office: The registered office of the Corporation required by the law, to be maintained in the State of Louisiana, is 3000 21<sup>st</sup> Street, Metairie, Louisiana 70002. and may be changed from time to time by the Board of Directors, or as otherwise provided by the law.
- E. Seal: The organization shall not have a seal, but may design a logo.
- F. Name Change: The organization may, by a two-thirds (2/3) vote of the Board of Directors, change its name.
- G. Purpose: The purposes of the Corporation are set forth in the Articles of Incorporation.

**II. BOARD OF DIRECTORS**

- A. General Powers and Standard of Care: The Board of Directors has authority to exercise all corporate powers and manage the business and affairs of the Corporation, except as otherwise provided in Louisiana Statute or the Articles.

A Director shall perform his or her duties as a Director, including as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to

be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. Officers or employees of the Corporation the Director reasonably believes to be reliable and competent in the matters presented;
2. Legal counsel, public accountants or other persons as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
3. A committee of the Board upon which the Director does not serve as to matters within the committee's designated authority, which committee the Director reasonably believes to merit confidence;

but a Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. A person who performs these duties of a Director shall have no liability to the Corporation by reason of being or having been a Director of the Corporation.

- B. Presumption of Assent: A Director of the Corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken is presumed to have assented to the action unless the Director's dissent is entered in the minutes of the meeting or unless the Director files his or her written dissent to the action with the Secretary of the meeting before adjournment of the meeting or forwards the dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.
- C. Number, Election, and Qualification of Directors: The Board of Directors shall consist of no fewer than seven (7) members, with the exact number fixed pursuant to resolutions adopted by the Board of Directors. Each Director shall serve a term of three years. The names and addresses of the members of the first Board of Directors have been stated in the Articles. The initial Directors, as well as any others elected prior to the Annual Meeting in the year in which the school opens, shall be assigned numbers by the governance committee prior to the Annual Meeting in the year in which the school opens. The terms of Directors one (1), two (2), three (3), and four (4) shall end the Annual Meeting following the first year of the school's operation. The terms of Directors five (5), six (6), seven (7), and eight (8) shall end the Annual Meeting following the second year of the school's operation. The remaining Director's terms

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shall end the Annual Meeting following the third year of the school's operation. At the Annual Meeting ending a Director's term, a new election shall be held for a Director to begin the following month. Each Director will hold office for the term for which he or she is elected and until his or her successor is elected and qualified. Directors need not be residents of the State of Louisiana. No Director may be employed by the Corporation or the School in any manner. Not more than 20 percent of the members of the Board of Directors shall be members of the same immediate family. Members of the same immediate family shall include a board member and any other board members to whom he is related as defined in La. R.S. 42:1102(13) and any other board members to whom any of them are so related. Directors must not fall within any of the "prohibitions" established by § 2107 of Bulletin 126.

- D. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Directors. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.
- E. Removal of Directors: At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office.
- F. Committees of the Board of Directors:
1. Membership: The Board of Directors, by resolution adopted by the Directors then in office, may designate and appoint one or more Director communities, each of which shall consist of two or more Directors. The Directors on each committee may also appoint to the committee certain non-Director members with knowledge or experience relevant to the purpose of the committee. These non-Director members shall be non-voting members of the committee.
  2. Authority: Director committees, to the extent provided in the resolution establishing the committee, may be provided the authority of the Board of Directors in the management of the Corporation; provided, however, that no Director committee may have the authority of the Board of Directors in reference to (i) authorize distributions, (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any communities and the delegation of

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authority to a committee does not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors, or any individual Director.

3. Tenure: Each member of a committee will continue as such until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed unless (i) the committee is sooner terminated, (ii) the member is removed from the committee, or (iii) the member ceases to qualify as a member of the committee.
  4. Chairperson: The Board of Directors will appoint one member of each committee as chairperson.
  5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
  6. Resignation: Any committee member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice of resignation, the resignation takes effect upon receipt. Acceptance of the resignation is not necessary to make the resignation effective.
  7. Removal: The Board of Directors may remove a member with or without cause by a majority vote of the full Board of Directors.
- G. Compensation: No Director or committee member may receive a salary or compensation for services in that capacity. Directors or committee members may be reimbursed for actual expenses incurred while fulfilling duties as a member of the Board. This provision does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered in that capacity.
- H. Director Conflicts of Interest: The Board of Directors shall adopt a Conflicts of Interest Policy that is consistent with applicable law including, but not limited to, the Louisiana Code of Governmental Ethics. In addition to that policy, any Director who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification must promptly and fully disclose his or her interest to the Board or committee prior to its acting on the contract or transaction. The disclosure shall include any relevant and material facts known to the Director about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

Directors must comply with all applicable financial disclosure reporting requirements.

No Director may cast a vote on any matter that has a direct bearing on services to be provided by that Director, or any organization that he or she represents or that he or she has an ownership interest in or is otherwise interested in or affiliated with, which will directly or indirectly financially benefit the Director.

- I. Loans to Directors: The Corporation shall not lend money to or use its credit to assist its Directors or Officers.
- J. Liability of Directors for Wrongful Distribution of Assets: In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when the distribution will render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of the assets that are distributed, to the extent that debts, obligations and liabilities of the Corporation are not paid and discharged.

A Director is not liable under this section if, in the exercise of ordinary care, the Director relied and acted in good faith upon written financial statements of the Corporation represented to Director to be correct by an officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of accountants to reflect fairly the financial condition of the Corporation, nor shall the Director be liable if, in the exercise of ordinary care and good faith, in determining the amount available for a distribution, the Director considered the assets to be equal to their book value.

A Director is not liable under this section, if, in the exercise of ordinary care, the Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim is asserted under this section and who is held liable is entitled to contribution from the persons who accepted or received the distribution knowing the distribution was made in violation of this section, in proportion to the amounts received by them respectively.

### **III. BOARD MEETINGS**

- A. Directors' and Committee Meetings: Meetings of the Board of Directors, regular, emergency or closed, or meetings of any committee, may be held in or out of the State of Louisiana in accordance with (Louisiana

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RS 42:13). Unless otherwise specified in this section or in the notice for the meeting, all meetings will be held at the anchor location.

- B. Notice of Regular Meetings: Public meetings will be noticed in accordance with the Louisiana "Open Meetings Law," La. R.S. 42:11 et seq. Public bodies must be given written notice of the dates, times, and locations of all regularly scheduled meetings at the beginning of each calendar year (Louisiana RS 42:19). Except as otherwise provided in this section, regular meetings of the Board of Directors or any committee may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon notice given to all other Directors or committee members, as the case may be, at least three business days before the meeting. Public notice must be posted not less than 24 hours before the meeting, noting the agenda, location, date, and time on the [insert location for posting as per Board's decision], at the anchor location, and after providing notice to a newspaper or local media correspondent (Louisiana RS 42:19). The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than the resolution.

The attendance at or participation of a Director or committee member in any meeting constitutes a waiver of notice of the meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors or any committee need be specified in the notice for the meeting.

- C. Notice of Emergency Meetings: Emergency meetings of the Board of Directors or any committee may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon notice given to all other Directors, committee members, as the case may be, and the public not less than 24 hours before the meeting, noting the agenda, date, time, and location.
- D. Quorum and Voting Requirements: A simple majority of the number of Directors constitutes a quorum for the transaction of business at Board of Directors meetings. The act of the majority of the Directors present at a meeting at which a quorum exists is the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, constitutes a quorum for the transaction of business at a meeting of the committee. The act of the majority of the committee members present at a meeting at which a quorum exists is the act of the committee.

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- E. Action Without Meeting: Any action required by the State of Louisiana to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the Directors, or all of the members of the committee, as the case may be. The consent has the same effect as a unanimous vote. Action may only be taken on items listed in the published agenda.
- F. Telephone and Electronic Meetings: Directors may participate in a meeting through use of conference telephone, electronic video communication, or other electronic transmission so long as all of the following apply:
1. Public notice of the electronic meeting has been given stating the location of the anchor location.
  2. Public participation shall be maintained by one Director present at the anchor location.
  3. Each director participating in the meeting can communicate with all of the other directors concurrently, and
  4. Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- G. Advisory Council: The Board of Directors, from time to time and in its discretion, may invite or appoint interested persons to a volunteer advisory council of the Board of Directors. Volunteer members of the advisory council will serve at the pleasure of the Board and will not vote, or have a vote, on any Board action. Advisory council members will be chosen or invited based on their interest in the Corporation's purposes and their expertise or ability to advise the Board of Directors on matters related to the Corporation's purpose.
- H. Board Member Attendance. In order to effectively execute board duties, board members shall regularly attend board and committee meetings, attending 80% or greater of the board meetings in a given year. An un-notified absence is one in which the board member did not notify the board or committee chair of his/her pending absence at least 24 hours prior to the meeting. A board member shall be deemed to be out of conformity with the requirement to regularly attend board meetings if:
1. the member has two un-notified absences from a board meeting within a one-year period;
  2. the member misses three consecutive board meetings for any reason;
  3. the member has two un-notified absences from a committee meeting within a one-year period;
  4. the member misses three consecutive committee meetings for any reason; or
  5. the member misses greater than 20% of the total number of board and committee meetings in a one-year period.

If a board member fails to meet these standards for attendance, the board chair shall notify the

board member in writing and schedule an agenda item for the next board meeting to consider dismissal of the board member. At a board meeting where there is an agenda item to consider dismissal of a board member due to attendance concerns, the board member shall be given an opportunity to address the board at that meeting and the Board may vote to remove the board member by a majority vote.

#### IV. OFFICERS

- A. Number: The officers of the Corporation will consist of a President, Vice President, Secretary, and Treasurer. The Board of Directors will elect the officers. The Board of Directors may elect or appoint other officers or assistant officers in the Board's discretion. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.
- B. Election and Term of Office: The Board of Directors will elect the officers of the Corporation annually at the annual meeting of the Board of Directors. If the election of officers is not held at the annual meeting, the Board of Directors shall hold the election as soon as practicable after the annual meeting. Each officer will hold office until a successor is duly elected and qualified, until the officer's death, or until the officer resigns or is removed.
- C. Removal: The Board of Directors shall have authority to hire and remove the chief executive and/or chief academic officer(s) of the Corporation. Further, the Board of Directors may remove any other officer or agent whenever, in its judgment, the best interests of the Corporation will be served by removal; or the Board may delegate such authority to the Corporation's chief executive or chief academic officer. Any such removal shall not prejudice the contract rights, if any, of the officer or agent removed. Election or appointment of an officer or agent does not of itself create contract rights.
- D. Vacancies: The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise for the unexpired portion of the term.
- E. President: The President is the principal executive officer of the Corporation and, subject to the control of the Board of Directors, will in general supervise and control all of the business and affairs of the Corporation. The President presides at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other officer authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized for execution, except in the cases where the signing and execution is expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or is required

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by law to be otherwise signed or executed. The President will co-sign all checks or other deposit account withdrawals in excess of five thousand dollars (\$5,000.00) and, in general, will perform all duties incident to the office of President and any other duties as the Board of Directors may prescribe from time to time.

- F. Vice President: In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President will perform the duties of the President. When so acting, the Vice President has all the powers of and is subject to all the restrictions on the President. The Vice President will perform other duties as the President or the Board of Directors may assign.
- G. Secretary: The Secretary will attend all meetings of the Board of Directors and will prepare and maintain minutes of those meetings. The Secretary has custody of and shall protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary will, in general, perform all duties incident to the office of Secretary and any other duties assigned to the Secretary by the President or the Board of Directors.
- H. Treasurer: The Treasurer is the principal financial officer of the Corporation and has charge and custody of and is responsible for all funds of the Corporation. The Treasurer will sign all checks and promissory notes of the Corporation and will receive and give receipts for moneys due and payable to the Corporation from any source and deposit all moneys in the name of the Corporation in banks, trust companies or other depositories as selected by the Board of Directors. The Treasurer will keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer will submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer will, in general, perform all financial duties incident to the office of Treasurer and any other duties assigned to the Treasurer by the President or the Board of Directors.
- I. Officer Conflict of Interest: Any officer who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. The disclosure must include any relevant and material facts known to the officer about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

### V. STAFF

- A. Employment: The Board of Directors has authority to employ an Executive Director and any other staff as the Corporation may reasonably require from time to time.

- B. Terms of Employment: The Board of Directors must approve all compensation paid to staff persons.
- C. Staff Conflict of Interest: Any staff person who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure must include any relevant and material facts known to the person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest. All staff will be required to comply with applicable financial disclosure reporting requirements.

### VI. MISCELLANEOUS

- A. Indemnification of Officers. Directors. Employees. and Agents: The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the extent permitted by, and in accordance with the law. 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 against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as a Director, officer, employee or agent.
- B. Books and Records: The Corporation shall keep and maintain, at its registered office or principal place of business:
  - 1. Correct and complete books and records of account;
  - 2. Minutes of the proceedings of its Board of Directors and committees; and
  - 3. A record of the names and addresses of all members of the Board of Directors.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

- C. Loans: No loans shall be contracted on behalf of the Corporation and no evidences 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.
- D. Contracts: The Board of Directors may authorize any officer or officer's agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be

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general or confined to specific instances. The Board of Directors must approve all Corporation contracts and expenses that have a value in excess of \$5,000.

- E. Checks. Drafts. etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officer's agent or agents of the Corporation as provided for in these Bylaws or in the manner determined by the Board of Director.
- F. Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in the banks, trust companies, or other depositories selected by the Board of Directors.
- G. Annual Financial Statements: The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each annual meeting of the Board of Director of the Corporation.
- H. Fiscal Year: The fiscal year of the Corporation begins on the first day of July and ends on the last day of June each year, except that the first fiscal year will begin on the date of incorporation.
- I. Regulation of Internal Affairs: The internal affairs of the Corporation are regulated as set forth in these Bylaws to the extent that these Bylaws are lawful.
- J. Electronic Transmissions: Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message capable of comprehension by ordinary visual means, that is suitable for the receipt, retention, retrieval, and reproduction of information by the recipient, whether by facsimile, texting, email, or other electronic transmissions.
- K. Amendments: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting. In all cases, these Bylaws shall be compliant with Louisiana and federal statutes and rules governing charter schools. In cases of any current or future conflict, the statute or rule shall govern.

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The undersigned, being the Acting Secretary of the Corporation, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on Wednesday April 6<sup>th</sup>, 2016.

Kathleen V. Robert  
Name Kathleen V. Robert

### Legal References:

Louisiana Charter School Law Bulletin 126

Louisiana Code of Ethics LSA - RS 42:1101 et seq.

Louisiana Open Meeting Law LSA - RS 42:11-28