

BYLAWS
OF
HIGHLAND PARK PUBLIC SCHOOL ACADEMY SYSTEM

ARTICLE I

NAME

This organization shall be called the Highland Park Public School Academy System (the “System” or “Corporation”).

ARTICLE II

FORM OF CORPORATION

The System is a governmental entity, organized as a non-profit, non-stock, directorship corporation.

ARTICLE III

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in the City of Highland Park, County of Wayne, State of Michigan.

Section 2. Registered Office. The registered office of the Corporation may be the same as the principal office of the Corporation, but in any event must be located in the State of Michigan, and be the business office of the resident agent, as required by the Nonprofit Corporation Act, 1982 PA 162, MCL 450.2101 to 450.3192 (“Act”). Changes in the resident agent and registered address of the System must be filed with the Bureau of Commercial Services of the Department of Licensing and Regulatory Affairs and reported to the School District of the City of Highland Park Board of Education (“District Board”).

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by the System Board of Directors (“System Board”). The System Board may exercise any and all of the powers granted to the System Board under the Act or The Revised School Code, 1976 PA 451, MCL 380.1 to 380.1853 (“Code”). The System Board may delegate powers to the officers and committees of the System Board as it deems necessary, if the delegation is consistent with the Articles, these Bylaws, the Contract, and applicable law.

Section 2. District Board Resolution Establishing Method of Selection, Length of Term and Number of System Board Members. The method of selection and appointment, length

of term, number of directors, oath of public office requirements, tenure, removal, resignation, compensation, and prerequisite qualifications for members of the System Board shall comply with the resolution adopted by the District Board.

ARTICLE V

MEETINGS

Section 1. Annual and Regular Meetings. The System Board shall hold an annual meeting each year and monthly meetings after the annual meeting. The System Board shall provide, by resolution, the time and place, within the State of Michigan, for the holding of regular monthly meetings. The System Board shall provide notice of the annual and all regular monthly and special meetings to the District and as required by the Open Meetings Act.

Section 2. Special Meetings. Special meetings of the System Board may be called by or at the request of the System Board President or any Director. The person or persons authorized to call special meetings of the System Board may fix the place within the State of Michigan for holding any special meeting of the System Board called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the Corporation in the State of Michigan. The Corporation shall provide notice of all special meetings to the Charter Schools Office and as required by the Open Meetings Act.

Section 3. Quorum. In order to legally transact business, the System Board shall have a quorum physically present at a duly called meeting of the System Board. A “quorum” shall be defined as follows:

<u># of System Board positions</u>	<u># required for Quorum</u>
Three (3)	Two (2)
Five (5)	Three (3)
Seven (7)	Four (4)

Section 4. Manner of Acting. The System Board shall be considered to have acted, when a duly called meeting of the System Board has a quorum present and the number of System Board members voting in favor of an action is as follows:

<u># of System Board positions</u>	<u># for Quorum</u>	<u># required to act</u>
Three (3)	Two (2)	Two (2)
Five (5)	Three (3)	Three (3)
Seven (7)	Four (4)	Four (4)

Section 5. Open Meetings Act. All meetings and committee meetings of the System Board shall at all times be in compliance with the Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275.

Section 6. Notice to Directors. The System Board shall provide notice of any meeting to each Director stating the time and place of the meeting, with the delivery of such notice personally, by mail, facsimile or electronic mail to each Director at the Director’s personal address or electronic mail address. Any Director may waive notice of any meeting by written

statement sent by the Director to the System Board Secretary before or after the holding of the meeting. A Director's attendance at a meeting constitutes a waiver of the notice of the meeting required under this Section.

Section 7. Votes By Directors. The System Board meeting minutes shall reflect the vote, whether in favor, in opposition or in abstention, of each Director present at the meeting.

ARTICLE VI

COMMITTEES

Section 1. Committees. The System Board, by resolution, may designate one or more committees, each committee to consist of one or more Directors selected by the System Board. As provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution, the committees shall have such powers as delegated by the System Board, except: (i) filling of vacancies on the System Board or in the offices of the System Board or committees created under this Section; (ii) amendments to the Articles of Incorporation or Bylaws; or (iii) any action the System Board cannot lawfully delegate under the Articles, the Contract, the Bylaws, or applicable law. All committee meetings shall at all times be in compliance with the Open Meetings Act. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the System Board of its activities as the System Board may request.

ARTICLE VII

OFFICERS OF THE BOARD

Section 1. Number. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such Assistant Treasurers and Assistant Secretaries or other officers as may be selected by the System Board.

Section 2. Election and Term of Office. The System Board shall elect its initial officers at its first duly noticed meeting. Thereafter, officers shall be elected annually by the System Board at the Corporation's annual meeting. If the election of officers is not held at that meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office while qualified or until the officer resigns or is removed in the manner provided in Section 3.

Section 3. Removal. Any officer or agent elected or appointed by the System Board may be removed by a majority vote by the System Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office shall be filled by appointment by the System Board for the unexpired portion of the term of the vacating officer.

Section 5. President. The President of the Corporation shall be a member of the System Board. The President of the Corporation shall preside at all meetings of the System Board. If there is not a President, or if the President is absent, then the Vice-President shall preside. If the Vice-President is absent, then a temporary chair, chosen by the members of the

System Board attending the meeting shall preside. The President shall be an ex officio member of any standing committees and when designated by the System Board, Chairperson of any standing committee established by the System Board. The President shall, in general, perform all duties incident to the office of President of the System Board as may be prescribed by the System Board from time to time.

Section 6. Vice-President. The Vice-President of the Corporation shall be a member of the System Board. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the System Board.

Section 7. Secretary. The Secretary of the Corporation shall be a member of the System Board. The Secretary shall: (a) keep the minutes of the System Board meetings in one or more books provided for that purpose; (b) see that all notices, including those notices required under the Open Meetings Act, are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all authorized documents; (d) keep a register of the post office address of each Director; and (e) perform all duties incident to the office of Secretary and other duties assigned by the President or the System Board.

Section 8. Treasurer. The Treasurer of the Corporation shall be a member of the System Board. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation in such banks, trust companies or other depositories as shall be selected by the System Board; (d) complete all required corporate filings; (e) assure that the responsibilities of the fiscal agent of the Corporation are properly carried out; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the System Board.

Section 9. Assistants and Acting Officers. The Assistants to the officers, if any, selected by the System Board, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or Treasurer or by the System Board. The System Board shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impractical for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the System Board may by resolution otherwise determine.

Section 10. Salaries. Officers of the System Board, as Directors of the Corporation, shall not be compensated for their services. By resolution of the System Board, Directors and officers of the Corporation may be reimbursed for reasonable expenses incident to their duties.

Section 11. Filling More Than One Office. Subject to 1978 PA 566, MCL 15.181 to 15.185, any two offices of the Corporation except those of President and Vice-President may be

held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 1. Contracts. The System Board may authorize any officer(s), assistant(s) or acting officer(s), to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the System Board authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the President or Vice-President, and the Secretary or Treasurer may execute the same and may affix the corporate seal thereto. No contract entered into, by or on behalf of the System Board, shall in any way bind the District or District Board or impose any liability on the District, the District Board, its members, officers, employees or agents.

Section 2. 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 System Board. Such authority may be general or confined to specific instances. No loan, advance, overdraft or withdrawal by an officer or Director of the Corporation, other than in the ordinary and usual course of the business of the Corporation, shall be made or permitted. No loan entered into, by or on behalf of the System Board, shall in any way be considered a debt or obligation of the District or impose any liability on the District, the District Board, its members, officers, employees or agents. To avoid creating or perpetuating circumstances in which the possibility of favoritism, conflicts of interest, or impairment of efficient operations may occur, the Corporation will not issue a debt instrument (e.g. loan agreement, promissory note, mortgage, line of credit, etc.) to any person employed by the Corporation or any person who serves on the System Board. This prohibition also applies to the issuance of a debt instrument to an entity owned or closely related to any Corporation employee or System Board member.

Section 3. 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 such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the System Board.

Section 4. Deposits. Consistent with Section 1221 of the Code, the Treasurer of the System shall deposit the funds of the System in a financial institution or in a joint investment authorized by the Code. All additional funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the System Board may select, provided that such financial institution is eligible to be a depository of surplus funds under Section 6 of 1855 PA 105, MCL 21.146.

Section 5. Voting of Securities Owned by this Corporation. Subject always to the specific directions of the System Board, any shares or other securities issued by any other Corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other Corporation by the President of this Corporation or by proxy appointed by the President, or in the absence of the President and the President's proxy, by the Secretary or Treasurer of this Corporation or by proxy appointed by the Secretary or Treasurer. Such proxy or consent with respect to any shares or other securities issued by any other corporation and owned by this corporation shall be executed in the name of this Corporation by the President, the Secretary or the Treasurer of this Corporation without necessity of any authorization by the System Board, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation. This section shall in no way be interpreted to permit the Corporation to invest any of its surplus funds in any shares or other securities issued by any other corporation. This section is intended to apply, however, to all gifts, bequests or other transfers of shares or other securities issued by any other corporation that are received by the Corporation.

Section 6. Contracts Between Corporation and Related Persons; Persons Ineligible to Serve as Directors. As required by the Code, each Director, officer, or employee of the System shall comply with 1978 PA 566, MCL 15.181 to 15.185, and 1967 PA 317, MCL 15.321 to 15.330. The System Board shall ensure compliance with the Contract and applicable law relating to conflicts of interest.

ARTICLE IX

INDEMNIFICATION

Each person who is or was a Director, officer or member of a committee of the Corporation and each person who serves or has served at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentence. The Corporation may, to the extent authorized from time to time by the System Board, grant rights to indemnification to any employee or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year.

ARTICLE XI

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by obtaining (a) the affirmative vote of a majority of the System Board at any regular or special meeting of the System Board, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for such meetings, and (b) the written approval of the changes or amendments by the District Board. Amendments to these Bylaws take effect only after they have been approved by both the Corporation's System Board and by the District Board or its designee.

ARTICLE XI

CONTRACT DEFINITIONS

The definitions set forth in the Terms and Conditions incorporated as part of the Contract shall have the same meaning in these Bylaws.

CERTIFICATION

The System Board certifies that these Bylaws were adopted as and for the Bylaws of a Michigan corporation in an open and public meeting, by the System Board on July 27, 2012.

Secretary