

**BYLAWS OF
AKRON DIGITAL ACADEMY**

**ARTICLE I
INTRODUCTION: LEGAL STATUS**

Section 1. The name of the corporation is The Akron Digital Academy located at 335 South Main Street, Akron, Ohio, 44308 (hereinafter referred to as the “School”).

Section 2. The School is a charter school pursuant to Ohio Revised Code Chapter 3314 sponsored by the Akron Public Schools (the “Sponsor”). The Governing Board of the School is an independent body under the authorization of the Ohio Department of Education. The Board of Directors plans and directs all aspects of the School’s operations.

Section 3. The School shall operate in accordance with Ohio Revised Code Chapter 3314.

**ARTICLE II
PURPOSE AND MISSION**

Section 1. As set forth in its Articles of Incorporation, the Corporation is formed exclusively for educational purposes as defined in Sections 501(c) (3) and 170(b) (1) (A) (ii) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the “Code”), including providing a full time education to a regularly enrolled student body through the use of a regular staff of qualified instructors and curriculum. The specific purpose for which the School is formed is to operate a community school (as such term is defined in Chapter 3314 of the Ohio Revised Code) and to conduct any and all activities consistent with such purposes, the Ohio Nonprofit Corporation Law and Section 501(c) (3) of the Code. The School will ensure that quality education is accessible to all children regardless of economic status or background.

Section 2. The School shall not discriminate on the basis of race, religion, national origin, gender, age, disability, and sexual orientation, status as a Vietnam-era or special disabled Veteran, or other protected class in accordance with applicable federal or state laws in hiring or other employment practices of the School. Further, the School shall be open to all students in the State of Ohio on a space available basis and shall not discriminate in its admission policies or practices on the basis of race, gender, religion, ethnicity or disability. The School shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of the charter public schools in the State of Ohio.

ARTICLE III GOVERNING BODY

Section 1. The business, affairs, and property of the School shall be managed by a Board of Directors (the “Board”). The management of the affairs of the Corporation shall be vested in and exercised by the Board, which shall pursue such policies and principles as shall be in accordance with law, the provisions of the Articles of Incorporation, these Bylaws, Chapter 3314 of the Ohio Revised Code, Section 501(c)(3) of the Code, any written charter entered into by the Board, and all other applicable laws and regulations. The Board shall be considered as having the powers of a Board of Directors and shall be deemed to be acting as the Board of Directors for all purposes of the Ohio Nonprofit Corporation Law. To the extent permitted by law, the Board may, by general resolution, delegate to officers of the School such powers as it sees fit.

Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

- (a) Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- (b) To make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School’s purpose and mission.
- (c) Establish and approve all major educational and operational policies;
- (d) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- (e) To hire, supervise and direct an Executive Director who will be responsible for the day-to-day operations of the School;
- (f) To develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- (g) To submit a final budget to the State of Ohio pursuant to statute and regulation;
- (h) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- (i) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant

to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition;

- (j) To uphold and enforce all laws related to charter school operations;
- (k) To improve and further develop the School;
- (l) To strive for a diverse student population, reflective of the community;
- (m) To ensure adequate funding for operation;
- (n) Solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds; and
- (o) Carry out such other duties as required or described in the School's charter.

Section 2. Qualifications; Election; Tenure. The Board shall be composed of not less than five (5) and no more than nine (9) Directors.

- (a) No Director shall be an individual who:
 - (i) Owes the State of Ohio any money or is in a dispute over whether any money is owed to the State of Ohio concerning the operation of a community school (as such term is defined in Chapter 3314 of the Ohio Revised Code) that has closed;
 - (ii) Is serving on the Board of Directors or governing authority (as such term is defined in Chapter 3314 of the Ohio Revised Code) of another community school; or
 - (iii) Is an owner, employee or consultant, or whose immediate relative (as such term is defined in Section 3314.02(E)(1) of the Ohio Revised Code) is an owner, employee or consultant of any nonprofit or for-profit operator of a community school.
- (b) Election of a Director to the Board shall not be denied to any individual on the basis of race, color, creed, religion, national origin, ancestry, gender, marital status, age or handicap.
- (c) All Directors shall be devoted to the purpose and mission of the School and shall represent the interests of the taxpayers.
- (d) Directors shall be elected at the annual meeting of the Directors, and each Director shall serve until the next succeeding annual meeting of the

Board or special meeting in lieu thereof, and until his or her successor has been selected and qualified or until his or her earlier death, resignation or removal.

(e) Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences to ascertain the Director's interest in retaining Directorship. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board.

(f) Notwithstanding anything to the contrary contained herein, in the event that the Board determines that a Director violated, or may violate, Section 2(a) above, such Director shall be removed from the Board immediately upon such determination by the Board.

Section 3. Annual Meeting. An annual meeting of the Board for the election of Directors and such business as may come before the meeting shall be held in September of each year. Written notice shall be given not less than ten days and no more than fourteen days of the time, place, and purpose of the meeting. The meeting shall be held at the administrative offices of the Sponsor or such other place as shall be specified in the meeting notice. The notice shall comply with all Open Public Meeting Laws and Regulations of the State of Ohio.

Section 4. Regular and Special Meetings. The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once a quarter and shall be held in the county in which the School is located. Special meetings of the Board may be called at any time by the President or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the meeting must be provided in accordance with Ohio Open Meeting Laws and Regulations. Notice of the time and place of every regular or special meeting shall be given to each Director by first class mail, personally, electronic mail or facsimile at least three (3) business days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Board meeting shall be taken and shall be approved by the Board and kept at the School. Any Director attending any meeting as to which proper notice pursuant to this Section 4 was not given and not objecting to such lack of notice shall be deemed to have given his consent to the holding of such meeting without proper notice. Except as otherwise stated in Section 14 of this Article III with respect to Closed Sessions that are authorized pursuant to Ohio Open Meeting Laws and Regulations, all meetings of the Board shall be open to the public.

Section 5. Agenda. An agenda must be produced for each regularly scheduled Board meeting in order to provide effective and efficient meeting practice.

(a) Committee reports shall be provided in written format and unless the relevant committee or the Board requests a recommendation for decision or

substantial discussion, the committee shall be given no more than 10 minutes on the agenda.

(b) In addition to previously requested agenda items, any Director may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School's supervising employee or administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Ohio Open Meeting Law.

Section 6. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not permitted.

Section 7. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy resulting from death shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified. Any Director elected to fill a vacancy resulting from removal or resignation shall be elected for a new term.

Section 8. Standing Committees. The Board may designate from among its Directors, by resolution adopted by a majority of the entire Board, an Executive Committee, a Personnel Committee, a Finance Committee, an Academic Committee and one or more other committees, each of which shall consist of at least one Director and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers to contract or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meetings shall be conducted in accordance with Ohio Open Meeting Law.

Section 9. Removal. Any Director may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office (excluding the Director at issue) whenever in their judgment such removal would serve the best interests of the School. A Director may also be removed from the Board as provided in Section 2 of this Article III.

Section 10. Resignation. A resignation by a Director shall be effective upon receipt by the President of a written communication of such resignation.

Section 11. Participation by Telephone. To the extent permitted by law, any Director of the Board or member of a committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 12. Voting. At any meeting of the Board at which a quorum is present, each Director shall have one (1) vote. Proxy voting is not permitted.

Section 13. Compensation. No Director shall receive any compensation for serving in such office; provided that, the School may reimburse any Director for reasonable expenses incurred in connection with service on the Board, as approved by the Board so long as such reimbursement is permitted pursuant to Chapter 3314 of the Ohio Revised Code.

Section 14. Closed Sessions. Any Director may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality as approved by Ohio Open Meeting Law. All persons except Directors may be excluded from such Closed Sessions at the discretion of the President. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said Closed Session. No action may be taken in a Closed Session.

Section 15. Orientation/Training. Directors shall be given an orientation and governance training at selected, scheduled Board Meetings several times per year. Directors not participating in training shall be subject to removal. Written materials shall be provided in the form of a Board packet.

Section 16. Protocol. If a Director is unable to attend a Board meeting, the Director shall contact the Administrator or designated supervising employee prior to the meeting.

Section 17. Public Comment. Time shall be set aside at each Board and Committee meeting for public comment. After the speaker identifies his or her name, address and affiliations, public comment shall be limited to three minutes and shall be stated as such on the Agenda.

ARTICLE IV OFFICERS

Section 1. The officers of the Board shall include a President, Vice-President, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Section 2. Election and Term of Office. The officers shall be elected from among the Board of Directors at each annual meeting, which officers shall be installed in office at such annual meeting to serve until their successors have been duly elected and qualified. Should there be more than one nominee for a vacancy, the nominee receiving the greatest number of votes of the Directors (excluding the Director at issue) shall be declared elected and shall be installed in office at the annual meeting.

Section 3. Removal of Officers. Any officer of the School may be removed, either with or without cause, by a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting of the Board.

Section 4. President. The duties of the President shall be to preside at all sessions of the Board; to preserve order; to enforce rules; to sign all bonds, notes, agreements, deeds and leases, ordered to be executed by the Board; and to appoint all standing and special committees.

In addition to the duties prescribed by law or by the rules of the Board, the President shall exercise such other powers as properly pertain to the office or as may be delegated by the Board.

The President shall sign the records of the proceedings of the Board after they have been approved by the Board.

Section 5. Vice -President. In the absence of the President of the Board or in the event of the President's disability, inability or refusal to act, the Vice-President of the Board shall perform all of the duties of the President and in so acting shall have all of the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

Section 6. Secretary. The Secretary shall keep or cause to be kept a book of minutes, at the school or at such other place as the Board may order, of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the Board from time to time. The Secretary of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 7. Treasurer. The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any. The Treasurer shall be charged with safeguarding the assets of the School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time. The Treasurer shall make such financial reports as may be required by the Board or as may be required by law, including, without limitation, pursuant to Chapter 3314 of the Ohio Revised Code.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

ARTICLE V STAFF

The Board may appoint one employee to function as the Executive Director of the School (the "Administrator"). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School. Such person shall administer the School in accordance with Board direction, generally accepted educational practice and in accordance with Chapter 3314 of the Ohio Revised Code and all other applicable laws.

ARTICLE VI CONTRACTS, LOANS, AND OTHER MATTERS

Section 1. Contracts. The Board 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 School, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer, Director, employee or independent contractor of the School.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School, and in such manner as shall be determined by the Board.

Section 4. Deposits. All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Ohio as the Board may select.

Section 5. Gifts. The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or any special purpose of the School.

Section 6. Fiscal Year. The fiscal year of the School shall begin on July 1 and end on June 30.

Section 7. Insurance. The Board of Directors shall cause the School to purchase liability insurance, or otherwise provide for the potential liability of the School as it determines appropriate, in its discretion and in accordance with Chapter 3314 of the Ohio Revised Code.

Section 8. Compliance with Applicable Laws. The Board of Directors shall cause the School to comply with the Chapters 1702 and 3314 of the Ohio Revised Code

with respect to all matters, including, without limitation, the establishment of required policies and procedures.

ARTICLE VII PROPERTY

The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by the Director in the name of the School, and such instrument shall be duly approved by the Treasurer of the School.

ARTICLE VIII PERSONAL LIABILITY OF DIRECTORS

Each director shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in or not opposed to the best interests of the Corporation, and with such care, that an ordinary prudent person in a like position would use under similar circumstances.

ARTICLE IX INDEMNIFICATION

The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Director, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Director, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

ARTICLE X AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Director at least five (5) days prior to the meeting.

**ARTICLE XI
DISSOLUTION**

If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the School, after satisfaction of all outstanding claims by creditors, shall be disposed of in accordance with the School's Articles of Incorporation.

**ARTICLE XII
PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of the Board, and that the foregoing Bylaws constitute the Bylaws of the Board, as duly adopted by unanimous vote of the Board of Directors.

DATED this <u>28</u> day of <u>March</u> , 2012.	
	<u>Dr. Ellen McWilliams</u> , Secretary