

BYLAWS
OF
THE ROBERTSON CHARTER SCHOOL
an Illinois Not For Profit Corporation

ARTICLE I. PURPOSES

The corporation shall pursue the purposes stated in its Articles of Incorporation in a manner that is consistent with the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, and Section 501(c)(3) of the Internal Revenue Code.

The corporation shall own and operate a charter school, to be known as the Robertson Charter School (the "School") in accordance with and pursuant to the Illinois Charter Schools Law, 105 ILCS 5/27A-1 et. seq., and the corporation's Charter in effect from time to time under the Illinois Charter Schools Law.

The corporation, through the School, shall provide educational services to the students of Decatur, Illinois, as detailed in the School's curriculum description as adopted by the board of directors from time to time. The corporation shall provide educational services for the benefit of students regardless of race, creed, color, sex or national origin.

The corporation shall manage all assets in a manner that reflects the utmost prudence and shall supervise all services provided to assure the effectiveness of its programs.

ARTICLE II. OFFICES

The principal office of the corporation in the State of Illinois shall be located in Decatur, Macon County, Illinois. The corporation may have such other offices, either within or without the State of Illinois, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, as required by the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Illinois. The registered agent or registered office may be changed from time to time in the manner provided by the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time.

ARTICLE III. MEMBERS

The corporation shall have no members.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be a minimum of three and a maximum of seven, with the number of directors to be fixed from time to time, within said minimum and maximum, by the board of directors. Each director shall hold office until his or her successor shall have been elected and qualified. The directors shall be elected by a majority vote of the existing directors. Directors need not be residents of the State of Illinois. The board may elect one of its members who shall preside at all meetings of the board of directors.

SECTION 3. REGULAR MEETINGS. Regular meetings of the board of directors shall be held, without other notice to the directors than this bylaw, on the third Thursday of each month at such time and place as may be designated by the board, in advance, from time to time. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without other notice to the directors than such resolution. Notice of any regular meeting of the board of directors shall be given to the public as provided by Section 14 of this Article.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least three days in advance thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, except as otherwise specifically required by law or by these bylaws. Notice of any special meeting of the board of directors shall also be given to the public as provided by Section 14 of this Article.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws. No director may act by proxy.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors, and any directorship to be filled by reason or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. REMOVAL. One or more directors may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office.

SECTION 10. COMPENSATION. Directors shall not receive any stated salaries for their services as directors, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing in this Section shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 11. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

SECTION 12. PARTICIPATION IN MEETINGS. Directors may attend, participate in and act at a meeting of the board of directors through the use of a conference telephone or other means by which all persons participating in the meeting can communicate with each other.

SECTION 13. CONFLICT OF INTEREST. A director who is directly or indirectly (by reason of employment, family or otherwise) a party to transaction involving the corporation shall promptly disclose the material facts of the transaction and the director's interest to the board of directors and should abstain from voting on the transaction. The presence of a director who is directly or indirectly a party to the transaction involving the corporation may be counted in determining a quorum, but shall not be counted when the board takes action on the transaction. This Section shall be applied and interpreted consistent with the director conflict of interest provision of the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time.

SECTION 14. OPEN MEETINGS. The meetings and records of the board of directors shall be subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et. seq., and the Illinois Open Meetings Act, 5 ILCS 120/1 et. seq., as if the board of directors is a "public body" as defined in said Acts. The Secretary shall cause notice of meetings of the board of directors to be given to the public in accordance with the Illinois Open Meetings Act. This Section is intended to implement Section 27A-5(c) of the Illinois Charter Schools Law.

ARTICLE V. OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The board of directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the

authority and perform the duties prescribed from time to time, by the board of directors. Any two or more officers may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular meeting of the board held in August of each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Election of an officer shall not of itself create any contract rights. *Robertson Charter School Board of Directors may elect one of its members who shall preside at all meetings of the Board.*

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she may sign with the Secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

SECTION 7. TREASURER. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. He or she shall have charge and custody of, be responsible for and provide proper periodic accountings for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; prepare or cause to be prepared monthly financial statements accurately reflecting the financial status of the corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation (if any) is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the board of directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the board of directors.

ARTICLE VI. COMMITTEES

SECTION 1. COMMITTEES WITH BOARD POWERS. The board of directors may create one or more committees and appoint directors or such other persons as the board designates to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors, except that committees relating to the nomination, qualification or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors. To the extent specified by the board of directors or in the Articles of Incorporation or bylaws, a committee established under this Section may exercise the authority of the board of directors, except as limited by Section 108.40(c) of the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time.

SECTION 2. ADVISORY COMMITTEES. The board of directors may create and appoint persons to a committee, commission, or such other body, which may or may not have directors as members, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of directors or to the officers.

SECTION 3. STANDING COMMITTEES. The following standing committees are created and empowered to fulfill specific missions assigned to it by the bylaws, the board of directors or the president:

The Executive Committee, consisting of the President, Vice President, Secretary and Treasurer.

The Finance Committee, consisting of the President and two other directors appointed by the board of directors.

The Advisory Committee, consisting of persons of diverse backgrounds recommended by the President and appointed by the board of directors. The President shall serve as an ex-officio member of the Advisory Committee.

SECTION 3. QUORUM. Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

SECTION 4. MEETINGS OF COMMITTEES. Subject to the provisions of these bylaws or resolution of the board of directors, committees may, by majority vote of its members, determine the time and place of meetings of the committee and the notice required therefor. A committee may act by unanimous consent in writing without a meeting. The meetings and records of the committees of the board of directors shall be subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et. seq., and the Illinois Open Meetings Act, 5 ILCS 120/1 et. seq., as if the committees are "public bodies" as defined in said Acts. The Secretary shall cause notice of meetings of the committees to be given to the public in accordance with the Illinois Open Meetings Act. This Section is intended to implement Section 27A-5(c) of the Illinois Charter Schools Law.

SECTION 5. REMOVAL. Except where the power to remove committee members has been delegated to the president by a bylaw or resolution of the board, all committee members shall serve at the pleasure of the board.

ARTICLE VII. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. INDEMNIFICATION. The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person 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 expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of

the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 2. ADVANCED EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 3. BYLAWS NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 4. 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 who 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 such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize by resolution any officer or officers or agent or agents of the corporation, in addition to the officers so 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, and such authority may be general or confined to specific instances. Except for those persons so authorized by the bylaws or by resolution of the board, no director, officer or other person may act in the name of the corporation or bind the corporation to any contract.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. All contributions, gifts, bequests or devises accepted with restrictions as to their use shall be accounted for separately. All contributions, gifts, bequests or devises accepted without restrictions as to their use shall be placed in the general fund.

SECTION 5. EXPENSE REIMBURSEMENTS. Any request by a director, officer, member of a committee or other person for reimbursement of an expense incurred by him or her in the course of his or her duties or for the benefit of the corporation shall be submitted to the treasurer in writing. If such expense was not approved by the board in advance, the reimbursement of such expense shall be subject to the approval of the board of directors at a regular monthly meeting of the board.

SECTION 6. FISCAL RESPONSIBILITY. The board of directors shall establish policies and implement procedures designed to protect the assets of the corporation from misuse, theft or loss and to help assure the corporation's compliance with all fiscal responsibility laws and regulations that apply to the corporation. Such policies and procedures and a report of the corporation's income and disbursements shall be submitted to the public for scrutiny at regular meetings of the board as a part of the Treasurer's Report. All disbursements shall be reviewed and approved by the board of directors.

SECTION 7. AUDIT. The board of directors shall cause an audit of its finances to be conducted annually by an outside independent contractor. The results of the audit shall be available for public scrutiny at the regular meeting of the board in October of each year.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees having any of the authority of the board of directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI. DISPOSAL OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation for the exempt purposes of the corporation or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), or such federal, state or local governmental body, which serves students in Decatur, Illinois, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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 XII. SEAL

A corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal", may be used as the Seal of the corporation. Use of the seal is not mandatory, and absence of the seal on a document shall not affect the validity of the document or its execution.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the directors present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of the intention to alter, amend or repeal or adopt new bylaws at such meeting, together with the text of the proposed action. If any such alteration, amendment or repeal of a bylaw or any new bylaw would be a material revision to the corporation's Charter then in effect under the Illinois Charter Schools Law, such action shall be subject to the further approval of the local school board and certification by the State Board in accordance with Section 27A-6 of the Illinois Charter Schools Law.

Adopted with Amendments: December 2010

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The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, as required by the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Illinois. The registered agent or registered office may be changed from time to time

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SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be a minimum of three and a maximum of seven, with the number of directors to be fixed from time to time, within said minimum and maximum, by the board of directors. Each director shall hold office until his or her successor shall have been elected and qualified. The directors shall be elected by a majority vote of the existing directors. Directors need not be residents of the State of Illinois.

SECTION 3. REGULAR MEETINGS. Regular meetings of the board of directors shall be held, without other notice to the directors than this bylaw, on the second Thursday of each month at such time and place as may be designated by the board, in advance, from time to time. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without other notice to the directors than such resolution. Notice of any regular meeting of the board of directors shall be given to the public as provided by Section 14 of this Article.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least three days in advance thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the

business to be transacted at nor the purpose of any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, except as otherwise specifically required by law or by these bylaws. Notice of any special meeting of the board of directors shall also be given to the public as provided by Section 14 of this Article.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws. No director may act by proxy.

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directly or indirectly a party to the transaction involving the corporation may be counted in determining a quorum, but shall not be counted when the board takes action on the transaction. This Section shall be applied and interpreted consistent with the director conflict of interest provision of the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time.

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SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The board of directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the board of directors. Only a director may be elected and serve as an officer and any resignation or removal of a director who is also serving as an officer shall result in such person's disqualification as an officer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular meeting of the board held in August of each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Election of an officer shall not of itself create any contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the board of directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

SECTION 7. TREASURER. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. He or she shall have charge and custody of, be responsible for and provide proper periodic accountings for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; prepare or cause to be prepared monthly financial statements accurately reflecting the financial status of the corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation (if any) is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the board of directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the board of directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall

determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the board of directors.

ARTICLE VI. COMMITTEES

SECTION 1. COMMITTEES WITH BOARD POWERS. The board of directors may create one or more committees and appoint directors or such other persons as the board designates to serve on the committee or committees. Each committee shall have two or more directors and a majority of its membership shall be directors, except that committees relating to the nomination, qualification or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors. To the extent specified by the board of directors or in the Articles of Incorporation or bylaws, a committee established under this Section may exercise the authority of the board of directors, except as limited by Section 108.40(c) of the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time.

SECTION 2. ADVISORY COMMITTEES. The board of directors may create and appoint persons to a committee, commission, or such other body, which may or may not have directors as members, which body may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of directors or to the officers.

SECTION 3. STANDING COMMITTEES. The following standing committees are created and empowered to fulfill specific missions assigned to it by the bylaws, the board of directors or the president:

The Executive Committee, consisting of the President, Vice President, Secretary and Treasurer.

The Finance Committee, consisting of the President and two other directors appointed by the board of directors.

The Advisory Committee, consisting of persons of diverse backgrounds recommended by the President and appointed by the board of directors. The President shall serve as an ex-officio member of the Advisory Committee.

SECTION 4. QUORUM. Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. MEETINGS OF COMMITTEES. Subject to the provisions of these bylaws or resolution of the board of directors, committees may, by majority vote of its members,

determine the time and place of meetings of the committee and the notice required therefor. A committee may act by unanimous consent in writing without a meeting. The meetings and records of the committees of the board of directors shall be subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et. seq., and the Illinois Open Meetings Act, 5 ILCS 120/1 et. seq., as if the committees are "public bodies" as defined in said Acts. The Secretary shall cause notice of meetings of the committees to be given to the public in accordance with the Illinois Open Meetings Act. This Section is intended to implement Section 27A-5(c) of the Illinois Charter Schools Law.

SECTION 6. REMOVAL. Except where the power to remove committee members has been delegated to the president by a bylaw or resolution of the board, all committee members shall serve at the pleasure of the board.

ARTICLE VII. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. INDEMNIFICATION. The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person 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 expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or

not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Any indemnification under this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 2. ADVANCED EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 3. BYLAWS NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 4. 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 who 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 such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such

person against such liability under the provisions of this Article.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize by resolution any officer or officers or agent or agents of the corporation, in addition to the officers so 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, and such authority may be general or confined to specific instances. Except for those persons so authorized by the bylaws or by resolution of the board, no director, officer or other person may act in the name of the corporation or bind the corporation to any contract.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. All contributions, gifts, bequests or devises accepted with restrictions as to their use shall be accounted for separately. All contributions, gifts, bequests or devises accepted without restrictions as to their use shall be placed in the general fund.

SECTION 5. EXPENSE REIMBURSEMENTS. Any request by a director, officer, member of a committee or other person for reimbursement of an expense incurred by him or her in the course of his or her duties or for the benefit of the corporation shall be submitted to the President in writing. If such expense was not approved by the board in advance, the reimbursement of such expense shall be subject to the approval of the board of directors at a regular monthly meeting of the board.

SECTION 6. FISCAL RESPONSIBILITY. The board of directors shall establish policies and implement procedures designed to protect the assets of the corporation from misuse, theft or loss and to help assure the corporation's compliance with all fiscal responsibility laws and regulations that apply to the corporation. Such policies and procedures and a report of the corporation's income and disbursements shall be submitted to the public for scrutiny at regular

meetings of the board as a part of the Treasurer's report. All disbursements shall be reviewed and approved by the board of directors.

SECTION 7. AUDIT. The board of directors shall cause an audit of its finances to be conducted annually by an outside independent contractor. The results of the audit shall be available for public scrutiny at the regular meeting of the board in October of each year.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees having any of the authority of the board of directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI. DISPOSAL OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation for the exempt purposes of the corporation or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), or such federal, state or local governmental body, which serves students in Decatur, Illinois, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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 XII. SEAL

A corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal", may be used as the Seal of the corporation. Use of the seal is not mandatory, and absence of the seal on a document shall not affect the validity of the document or its execution.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the directors present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting, together with the text of the proposed action. If any such alteration, amendment or repeal of a bylaw or any new bylaw would be a material revision to the corporation's Charter then in effect under the Illinois Charter Schools Law, such action shall be subject to the further approval of the local school board and certification by the State Board in accordance with Section 27A-6 of the Illinois Charter Schools Law.

Adopted: October 9, 2003

October 18, 2018

ROBERTSON CHARTER SCHOOL, INC.

PROPOSED RESOLUTION OF THE BOARD OF DIRECTORS

AMENDMENT TO THE BYLAWS

WHEREAS, Robertson Charter School, Inc. wishes to amend its Bylaws by:

1. Adding to Article IV, Section 9 that a Board member of Robertson Charter School Board will be automatically removed from the Board, if they fail to attend at least fifty percent (50%) of the regular board meetings in the most recent one year period;

RESOLVED, that Article IV, Section 9 of the corporation's Bylaws be amended to read as follows (*addition in italics*):

SECTION 9. REMOVAL. One or more directors may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office. *Additionally, any director that does not attend at least fifty percent (50%) of the regularly scheduled Board meetings for the most recent twelve (12) month period will be automatically removed from the Board of Directors.*

Ex. 3

December 16, 2010

ROBERTSON CHARTER SCHOOL, INC.

PROPOSED RESOLUTION OF THE BOARD OF DIRECTORS

AMENDMENT TO THE BYLAWS

WHEREAS, Robertson Charter School, Inc. wishes to amend its Bylaws by:

1. Providing in Article IV, Section 2 that the Robertson Charter School Board of Directors may elect one of its members who shall preside at all meetings of the Board;
2. Removing the requirement in Article V, Section 1 that only a director may be elected and serve as an officer of the corporation.
3. Removing from the President's duties in Article V, Section 5 the requirement that he or she shall preside at all meetings of the Board; and
4. Adding to the President's duties and description in Article V, Section 5 that he or she shall be the chief executive officer of the corporation.

RESOLVED, that Article IV, Section 2 of the corporation's Bylaws be amended to read as follows:

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS.

The number of directors shall be a minimum of three and a maximum of seven, with the number of directors to be fixed from time to time, within said minimum and maximum, by the board of directors. Each director shall hold office until his or her successor shall have been elected and qualified. The directors shall be elected by a majority vote of the existing directors. Directors need not be residents of the State of Illinois. The board may elect one of its members who shall preside at all meetings of the board of directors.

RESOLVED, that Article V, Section 1 of the corporation's Bylaws be amended to read as follows:

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the

provisions of this Article. The board of directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

RESOLVED, that Article V, Section 5 of the corporations Bylaws be amended to read as follows:

SECTION 5. PRESIDENT. The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she may sign with the Secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.