

**AMENDED AND RESTATED BY-LAWS**

**KINGSTON HILL ACADEMY**

**June 2024**

**ARTICLE I**

**PURPOSE**

**Section 1. Purposes.** Kingston Hill Academy (the "Corporation") is a nonprofit corporation organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and the regulations promulgated thereunder, to develop, establish and operate a charter school under the laws of the State of Rhode Island.

Notwithstanding any other provision of the Articles of Incorporation of the Corporation or these By-Laws, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, or educational purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**Section 2. Powers.** The Corporation shall have the power, either directly or indirectly, either alone or in conjunction and/or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of the Corporation's purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) and the Code and the rules and regulations promulgated thereunder.

**Section 3. Nonprofit Status.** The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of a trustee or an officer. In the event of the dissolution or liquidation of the Corporation, whether voluntary or involuntary, the Board of Trustees shall distribute the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations to a nonprofit organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall distribute such money, assets and other property to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Rhode Island, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Trustees, officers, and committee members of the Corporation shall not be personally liable for any debt, liability, or obligations of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having claims against, the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgement or decree; or of any money that may otherwise become due or payable to them from the Corporation.

## ARTICLE II OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at 850 Stony Fort Road, Saunderstown, RI 02874. The Corporation may have such other offices or places of business, either within or outside the State of Rhode Island, as the business of the Corporation may require and as the Board of Trustees may from time to time establish.

Section 2. Registered Office. The registered office of the Corporation need not be identical to its principal office and shall initially be located c/o Barton Gilman LLP, One Financial Plaza, 18th Floor, Providence, RI 02903. The registered office may be changed from time to time by the Board of Trustees in compliance with the provisions of applicable law.

## ARTICLE III MEMBER

Section 1. Membership. The Board of Trustees reserves the right to add members to the Corporation in compliance with the provisions of applicable law.

## ARTICLE IV BOARD OF TRUSTEES

Section I. General Powers and Responsibilities. The responsibilities of the Board of Trustees will include: oversight of the progress of the Corporation, including the review, implementation and approval of the Corporation's vision, mission, budget and strategic plan; establishment of the Corporation's general policies and overall curriculum policies; approval and monitoring the Corporation's annual budget and financial procedures; management of the Corporation's funds; hiring and yearend review of the Chief Administrator; assurance that the Corporation achieves academic success for its students; assurance that the Corporation complies with applicable laws and regulations; assurance that the Corporation fulfills its charter and earns charter renewal; enhancement of the Corporation's strength, viability and public image; and any other powers and duties not otherwise reserved by the commissioner of elementary and secondary education, and the board of education.

### Section 2. Number, Tenure and Qualifications.

(i) Number: The Board of Trustees shall consist of at least 7 members and may include among its membership representation from the following constituencies: community professionals, educators (at least one of whom is in special education), parents of currently enrolled children, ideally at least one parent having an enrolled child having a disability, and staff.

Upon approval of the Board of Trustees, the number of trustees may be expanded to up to 21 members. Any openings created by expansion of the Board shall be filled by the Board.

(ii) Tenure: Trustees shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) fiscal years ending June 30. No trustee shall serve more than three (3) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Trustees shall serve staggered terms to balance continuity with new perspective.

Section 3. Vacancies. The Board of Trustees shall fill any vacancy occurring on the Board of Trustees of the Corporation.

Section 4. Resignations. A trustee may resign at any time by giving written notice to the Board of Trustees or to the Chair of the Board of Trustees (Chair). The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective.

Section 5. Removal. Any trustee may be removed from office by a two-thirds vote of the Board of Trustees whenever the best interests of the Corporation will be served thereby.

Section 6. Quorum. A majority of the trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees unless a greater number is required by these By-Laws, the Articles of Incorporation or under state law.

Section 7. Manner of Acting.

(a) The act or decision done or made by the majority of the trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees, unless a greater number is required by law, by the Articles of Incorporation or by these By-Laws:

(b) The act of the Board of Trustees with respect to the following matters shall require the affirmative vote of at least two-thirds (2/3) of the trustees at a meeting at which a quorum is present: (i) to hire and fix the compensation of the Chief Administrator of School; (ii) to approve the Corporation's operating and capital budget; and (iii) to appoint an outside auditor.

Section 8. Presumption of Assent. A trustee who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the trustee's dissent shall be entered in the minutes of the meeting or unless the trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation within forty-eight (48) hours after adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 9. Prohibition of Compensation. Trustees may not be paid compensation for performance of their duties as trustees, except that trustees may be reimbursed for out-of-pocket expenses spent in performance of their duties as trustees. No trustee shall be precluded from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Conflict of Interest. The Conflict of Interest Policy attached hereto as Exhibit A is hereby adopted on behalf of the Corporation. Such policy may be amended or repealed only in accordance with Article XIII of these By-laws.

## ARTICLE V OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chair, one or more Vice-Chair[s], a Secretary, a Treasurer, and other officers as may be deemed necessary and appointed by the trustees. Each officer must be a trustee of the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation specifically designated in Section I of this Article V shall be elected for one (1) year terms at each annual meeting of the Board of Trustees. If the election of officers shall not be held at the annual meeting, such election shall be held at the next regular meeting of the board or as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such officer's death or resignation or removal in the manner hereinafter provided.

Section 3. Chair. The Chair shall supervise the affairs of the Corporation between meetings of the Board of Trustees. The Chair shall preside at all meetings of the Board of Trustees and shall be a member ex officio of all committees of the Corporation. The Chair shall execute, on behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed except in cases where the signing and execution or delegation thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer(s) or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair shall do and perform all duties incident to the office of Chair and such other duties as may be assigned to the Chair by these bylaws or by the Board of Trustees.

Section 4. Vice Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice-Chair (or in the event there is more than one Vice-Chair, the Vice-Chairs in the order designated at the time of their election or in the absence of any designation, then in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair[s] shall perform such other duties as from time to time may be assigned to them by the Chair or by the Board of Trustees.

Section 5. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws 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 documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a record of the post office address of each trustee which shall be furnished to the Secretary by such trustee; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Trustees. The Secretary is authorized to enlist the services of any one or more employees of the Corporation to assist the Secretary in carrying out his or her duties as herein defined.

Section 6. Treasurer. The Treasurer shall oversee financial operations of the Corporation. The Treasurer shall: (a) ensure adequate fiscal management, integrity, and transparency; (b) chair the finance committee; (c) facilitate budget development; (d) provide advice on financial policies and (e) such other duties as from time to time may be assigned to them by the Chair or by the Board of Trustees. The Treasurer is authorized to enlist the services of any one or more employees, contractors, or vendors of the Corporation to assist the Treasurer in carrying out the duties as herein defined.

Section 7. Removal. Any officer may be removed by a vote of a majority of trustees whenever in their judgment the best interests of the Corporation will be served thereby. Election of an officer shall not of itself create contract rights with the Corporation.

Section 8. Resignations. Any officer may resign at any time by giving written notice to the Board of Trustees. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Trustees in the manner prescribed in Article V, Section 2 of these By-Laws. In the case of a vacancy in any of the offices specifically designated in Article V, Section I, such vacancy shall be filled for the unexpired portion of the vacated term.

## ARTICLE VI

### COMMITTEES

Section 1. Committees. As the need arises, the Board of Trustees, by resolution or consent may designate and appoint committees to advise the Board of Trustees. Each committee shall consist of at least two (2) members of the Board of Trustees and such other individuals as are deemed necessary. Committee meetings may be called by the Chair or by the committee chairperson. Each committee shall keep meeting minutes. The presence of at least a majority of the committee members at any meeting shall constitute a quorum. Each committee member, except as otherwise provided by these By-Laws or the Board shall be entitled to one vote. A vote of at least a majority of committee members shall constitute the act of any committee, except as

provided by these By-Laws or by the Board. The Board of Trustees shall have the power at any time to change the membership of any committee, to fill vacancies in it, or to discharge it. The designation of any committee and the delegation thereto of authority shall not operate to relieve any trustee of any responsibility imposed by law. All committees shall comply with the Rhode Island Open Meetings Act, R.I.G.L. § 42-46-1, et seq or any successor statute, as in effect from time to time ("Open Meetings Act").

Section 2. Chairperson. The Board of Trustees may designate and appoint one member of each committee to serve as chairperson of that committee. In the absence of such designation, the Chair shall serve as committee chairperson.

Section 3. Charter School Planning Committee. The Board shall establish a Charter School Planning Committee ("CSPC"), chaired by the Chair, consisting of not less than three (3) nor more than five (5) members. Members of the CSPC may include members of the Board, educators, members of the special educational needs community and other individuals interested in charter school education issues generally. Members of the CSPC shall be appointed by the Chair and shall serve for one (1) year terms. The CSPC will meet on an ad hoc basis throughout the year at the call of the Chair. The CSPC will be responsible for developing long and short range planning for the Corporation and making recommendations thereon to the Board. The CSPC shall also nominate trustees and officers and shall assist the Board in the effective and efficient performance of corporate governance in keeping with policies established by the Board.

## ARTICLE VII NOTICE

Section 1. General. Whenever under the provisions of the Non-Profit Corporation Act, the Articles of Incorporation, these bylaws, or Rhode Island General Laws written notice is required to be given to any trustee.

Section 2. Manner. Notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his, her or its address as it appears in the records of the School, with postage or delivery charges thereon prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service.

Section 2.1. Electronic or Other Notice. Notice may be given to any trustee by electronic mail, personally or by telephone to his or her house or office either directly or by leaving a message thereat.

Section 3. Waiver. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act, the Articles of Incorporation, these bylaws, or Rhode Island General Law a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Open Meetings Act. Notice of all meetings, irrespective of type and including, but not necessarily limited to, committees or subcommittee meetings, will comply with the Open Meetings Act.

Section 3.1. Advance Notice. Written public notice of any meeting will be given within a minimum of forty-eight (48) hours before the date of such meeting.

Section 3.2. Posting. Written public notice will include, but need not be limited to, posting a copy of the notice at School, and in at least one other prominent place within the state of Rhode Island as well as filed electronically to the Secretary of State website.

Section 3.3. Content. The notice, in the form of an agenda for the meeting, will include, in addition to date, time and place, a statement specifying the nature of the business of each item to be discussed.

Section 3.3. Amendment. The notice, or agenda, for any meeting may be amended by majority vote of a quorum of the Board of Trustees, but only for informational purposes. No vote may occur on the added agenda item except for when necessary to address an unexpected occurrence requiring immediate action or to refer the matter to an appropriate committee or subcommittee.

## ARTICLE VIII MEETINGS

Section 1. Open Meetings Act. The Board of Trustees will comply with all provisions of the Open Meetings Act.

Section 2. Public Meetings. All meetings, irrespective of type and including, but not necessarily limited to, committee or subcommittee meetings, will comply with the requirements of the Open Meetings Act.

Section 2.1 Executive Session. Every meeting of the Board of Trustees will be open to the public unless closed pursuant to R.I.G.L. § 42-46-4 and § 42-46-5 of the Open Meetings Act. Such meetings will be in accordance with these bylaws as not inconsistent with the applicable provision of the Open Meetings Act.

Section 3. Annual Meeting. The annual meeting of the Board of Trustees will be held in June each year, unless an alternative date is designated by the Board of Trustees. The annual meeting will be held for recommending the appointment of trustees whose terms expire, electing officers and for transacting such other business as may properly come before the meeting. If for any reason the annual meeting of the Board of Trustees will not be held, a special meeting in lieu of the annual meeting of the Board of Trustees may be held.

Section 4. Regular Meetings. The Board of Trustees will hold regular meetings, and will do so in accordance with the Open Meetings Act. Regular meetings of the Board of Trustees will be held monthly or on such other schedule as is determined by the Board of Trustees. The Board of Trustees will cause a schedule of regular meetings to be given to each trustee and to the public.

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called, and on the written request of three (3) trustees, will be called by the Chair. The Chair will fix the manner and place for the holding of any special meeting of the Board of Trustees. All aspects of special meetings will comply with the requirements of the Open Meetings Act.

Section 6. Emergency Meetings. Emergency meetings of the Board of Trustees may be called and held in accordance with the Open Meetings Act at any time where the public welfare so requires. Emergency meetings will be held at the request of the Chair or any two officers. A majority of the Board of Trustees must vote in open session to address the reason and/or issue(s) that is the cause for the emergency meeting, and the Board of Trustees must state in open session and record in its minutes the reason and/or issues that is the cause for the emergency meeting. No vote will occur on such reason or issues except for when necessary to address an unexpected occurrence requiring immediate action or to refer the matter to an appropriate committee or subcommittee

Section 6.1. Notice. Notice of such meeting to the public will be posted as soon as practicable and include the date, time and place of the meeting and a statement or agenda specifying the nature of business to be conducted at the emergency meeting, as will be exclusively discussed at the emergency meeting.

Section 7. Place. The Board of Trustees will fix the place for the holding of the annual meeting and regular meetings of the Board of Trustees to be held in the State of Rhode Island. The Chair will also fix the place for the holding of special meetings and emergency meetings. All meetings, irrespective of type and including, but not necessarily limited to, committee or subcommittee meetings will be held in a place that accessible to the public including those with disabilities. In the absence of any designation for the place of any meeting, the meeting will be held at the principal office of the School.

Section 8. Minutes. The minutes will include, but need not be limited to: the date, time and place of the meeting; the Trustees recorded as either present or absent; a record by individual Trustees of any vote taken; and any other information relevant to the business of the School that any Trustee requests be included or reflected in the minutes. Minutes will be made available to the public in accordance with the Open Meetings Act.

ARTICLE IX  
CHIEF  
ADMINISTRATOR

Section 1. Chief Administrator. The Board of Trustees shall appoint the Chief Administrator, who shall administer, manage and direct the business and academic programs of the Corporation subject to the policies, control and direction of the Board of Trustees. The Chief Administrator, with the assistance of the Principal and staff, shall, in addition to other duties, develop an annual budget for approval by the Board and Member, and shall report on progress against established goals and benchmarks.

ARTICLE X  
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize the Chief Administrator or any officer or officers or agent or agents, 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.

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 Board of Trustees. Such authority shall be confined to specific instances. No loan shall be made by the Corporation to any trustee.

Section 3. Checks, Drafts or other Similar Orders. 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 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 Trustees.

Section 4. Deposits. All 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 Board of Trustees may select.

ARTICLE XI  
INDEMNIFICATION

Section 1. Authority. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code, is not affected thereby, have the power and authority to indemnify members of the Board of Trustees, officers, committee members, the Chief Administrator, School Principal, and employees against expenses (including attorneys' fees and costs), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, to the full extent provided by the Rhode Island Nonprofit Corporation Act. The Board of Trustees may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, agent or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such, but such insurance shall only cover a member to the extent the member purports to act on behalf of the Corporation.

ARTICLE XII  
GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin each year on the first day of July and end of the last day of June.

Section 2. Corporate Seal. The Corporation shall have a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the year of incorporation.

Section 3. Parliamentary. Authority. The parliamentary authority shall be Robert's Rules of Order or rules and procedures adopted by the Board of Trustees to the extent they are not inconsistent with these By-Laws.

Section 4. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of applicable law, 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. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person 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 of Trustees need be specified in any written waiver of notice of such meeting.

Section 5. Interpretation. Whenever the context of these By-Laws so dictates, (i) the singular shall include the plural and the plural shall include the singular and (ii) the masculine, feminine and neuter shall be deemed to have been used interchangeably.

Section 6. Severability. If any provision of these By-Laws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

Section 7. Books and Records. The Corporation shall keep correct and complete books and records at its principal office. Such books and records shall be open to the Board and any member at any reasonable time. Also, the Corporation shall keep at the principal office its three most recent annual IRS informational returns, along with a copy of any tax exemption application and IRS determination letter, such documents to be available for public inspection during regular business hours.

### ARTICLE XIII AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted upon the vote of at least two thirds (2/3) of all members of the Board of Trustees at any annual, regular or special meeting (provided that the notice of such meeting states the proposed change in the By-Laws).