

**CODE OF BY-LAWS
OF
THE HAMMOND URBAN ACADEMY, INC.**

**ARTICLE 1
IDENTIFICATION**

Section 1.1. Name. The name of the Corporation is the Hammond Urban Academy, Inc. (hereinafter referred to as the "Corporation").

Section 2.1. Principal Office and Registered Office. The street address of the principal office of the Corporation is 5925 Calumet Avenue, Hammond, IN 46320, and the name and address of its Registered Agent is: Thomas Dabertin, 5246 Hohman Avenue, suite 303, Hammond, IN 46320.

**ARTICLE II
PURPOSES**

Section 2.1. Purposes. The Corporation is organized exclusively for the following charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law):

- a) To oversee and operate a charter school in the city of Hammond, Indiana;
and
- b) To improve the level and quality of education thereby combating community deterioration and juvenile delinquency as provided by IRC 501(c)(3); and
- c) To perform any purpose which nonprofit corporations are authorized under the Indiana Nonprofit Corporation Act of 1991 (the "Act").

ARTICLE III
MEMBERSHIP

Section 3.1. Classes. There shall be one class of members, each member of which shall possess the same rights, preferences, limitations and restriction as every other member. The members of the Corporation shall initially be:

Marty Wielgos
Kristine Sakaleris
Rocharda Moore-Morris
Sheldon Cutler
David Ryan
Al Salinas
Thomas Dabertin

Thereafter, the members of the Corporation shall be all the individuals who have been duly elected as, and are then serving as officers, directors, or members.

Section 3.2. Membership Pre-Requisites. Prior to acceptance by the board, candidates would be required to complete an orientation/training on the Charter School's operation and approach to education.

Section 3.3. General Board Membership Requirements. All Board members must reside in the State of Indiana in addition to meeting other requirements as described.

Section 3.4. Limitations and Restrictions on Membership. Subject to the requirements of Section 3.1-3, any natural person who desires to participate in the activities of the Corporation may become and member.

Section 3.5. Board of Director Membership. Persons with the following relationships to the Corporation shall be nominated to serve as members of the Corporation's board of Directors:

Mayor of Hammond (3 Nominations)- At least one member nomination must be a parent of a student attending the school. The remaining two nominations may be chosen at large.

City Council (1 Nomination)- The nomination must be a member of the City Council.

Hammond Development Corporation (1 Nomination)- The member must also serve either as a member of the Development Corporation's Board of Directors or as its executive director.

Lakeshore Chamber of Commerce (1 Nomination)- The member must also serve as a member of the Council's Board of Directors.

Hammond Downtown Council (1 Nomination)- The member must also serve either as a member of the Chamber's Board of Directors.

All nominations must be approved by a majority vote of the Board of Directors.

A nomination that fails to receive approval by a majority is ineligible to serve as a member of the Board of Directors, and the respective nominating authority shall be notified of the Board's action. No person shall be entitled to more than one membership in the Corporation. No membership dues shall be assessed, except that members may be charged with special assessments as authorized by the Board of Directors.

Section 3.6. Voting Rights. Every member shall have the right at every meeting of the membership to cast one vote on each matter which comes before a meeting of the members pursuant to the provisions of the Articles of Incorporation and By-Laws. This right to vote may be exercised in person, by written proxy, or by mail, as the By-Laws may provide from time to time.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors; provided, however, the Board of Directors may designate by resolution any Director or other person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors. The Board of Directors or such designated Director or other person exercising some or all of the powers of the Board of Directors shall have the power and authority to do all things provided for in, and not in conflict with the Indiana Nonprofit Corporation Act of 1991, the Articles of Incorporation and the By-Laws.

Section 4.2. Number and Term of Office. The Board of Directors shall consist of not less than seven (7) members. All Directors except the Initial Directors shall be elected by means prescribed in Section 3.4. Each Director shall hold office for a term of three (3) years or until his successor shall have been elected and qualified except that at the first election after incorporation three (3) members of the Board of Directors shall be elected for a three (3) year term, two (2) for a two (2) year term, and two (2) for a one (1) year term so that the terms of one-third (1/3) of the Directors shall expire annually. Each Director shall be eligible for re-election and shall continue to serve until his or her successor shall be duly elected and qualified.

Section 4.3. Vacancies. Vacancies occurring in the membership of the Board of Directors cause by resignation, death, removal (as described in Section 4.15), or otherwise shall be filled by a majority vote of the remaining members of the Board of Directors subject to the appointing authority described in Section 3.2.

Section 4.4. Number of Directors. The number of Directors shall remain as set forth in Section 4.2 of the By-Laws of the Corporation.

Section 4.5. Regular Meetings. The Board of Directors shall provide by resolution the time and place, either within or without the State of Indiana, for the holding of a regular annual meeting and may provide by resolution for such additional regular meeting of the Board as deemed necessary or expedient without other notice than provided for in such resolution or resolutions. All meetings of the Board will comply with any applicable provisions of Indiana law.

Section 4.6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two or more members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting call by them.

Section 4.7. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice, specifying the date, time and place of the meeting, delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. Notice given by mail must be mailed at least ten (10) days before such meeting. Any Director may waive notice of any meeting in writing if signed by the Director entitled to the notice and filed with the Secretary of the Corporation or by attendance in person. The attendance of a Director at any meetings 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, unless specifically required by law of these By-Laws.

Section 4.8. Quorum. Except as may be otherwise required by the Articles of Incorporation, the By-Laws, or by law, a majority of the entire Board of Directors then qualified and acting, but in no case less than four (4) Directors, shall constitute a quorum and be sufficient for the transaction of business. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum. A majority of the Directors present may adjourn any meeting from time to time. Notice of any adjourned meeting need not be given other than by announcement at the time of adjournment. A Director is deemed present if the provisions in Section 4.11 of this Article are met. In the event that Board of Directors shall designate a Director or other person to exercise some of all of the powers that would otherwise be exercised by the Board of Directors pursuant to Section 4.1, the act of the Director or other person so designated in exercising such designated powers shall be sufficient for the transaction of business without a quorum of the board of Directors as hereinabove defined.

Section 4.9. 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. However, in the event the Board of Directors shall designate a Director or other person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors pursuant to Section 4.1, the act of the Director or other person so designated in exercising such designated powers shall constitute the act of the Board of Directors.

Section 4.10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent setting forth the action so taken is signed by all members of the Board of directors or of such committee as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee. Such consent shall have the same effect as a unanimous vote of the Board of Directors or committee. In the event the Board of Directors shall designate a Director or other person to exercise some or all of the powers that would otherwise be exercised by the Board of Directors pursuant to Section 4.1, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken by the Director or other person so designated without a meeting of the Board of Directors.

Section 4.11. Meeting by Telephone or Similar Means of Communication. Except as may be otherwise restricted by these By-Laws, the Articles or Incorporation, or by law, Directors may participate in and hold a meeting by means of a conference telephone or similar means of communication by which all Directors participating may simultaneously hear each other during the meeting. Participation by these means constitutes presence in person at the meeting.

Section 4.12. Power to Appoint Executive Committee. The Board of Directors shall have the power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two (2) or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 4.13. Compensation. The Board of Directors shall determine the compensation, if any, of Directors for their services to the Corporation. However, Directors shall be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

Section 4.14. Power to Make By-Laws. The Board of Directors shall have the power to make and alter any by-law or by-laws.

Section 4.15. Removal of Directors. Members of the board of Directors may be removed at any time, with or without cause, by a majority vote of the remaining members of the Board of Directors.

Section 4.16. Power to Elect and Appoint Officers. The Board of Directors shall select a president, a secretary and a treasurer. The board shall have the power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the board the interests of the Corporation will be served thereby. The Board shall also have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 4.17. Delegation of Power. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director for such length of time as the Board of Directors shall determine, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE V
OFFICERS

Section 5.1. Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the corporation shall be a President, a Secretary, and Treasurer and such other officers as may be deemed desirable by the Board of directors. Any two (2) or more offices may be held by the same person, except the officers of President and Secretary.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be elected annually from among and by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year, or until his or her successor shall have been duly elected and shall have qualified, or until death, resignation or removal by the Board of Directors. Each appointive officer shall be appointed by the board at any annual, regular, or special meeting thereof and shall hold office for such term as the Board may determine. Any officer or agent, whether elected or appointed, may be removed at any time, with or without cause, by affirmative vote of a majority of the entire Board of Directors. Officers shall be eligible for re-election.

Section 5.3. Vacancies. Whenever any vacancy shall occur in any office during the annual terms thereof by death, resignation, or otherwise, the same shall be filled by the Board of Directors subject to the provisions described in section 3.2, and the officer so elected or appointed shall hold office until his or her successor is elected or appointed and qualified.

Section 5.4. Compensation. Officers shall not receive any compensation for their service, but may be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

Section 5.5. President. The President shall be the chief executive officer of the Corporation; shall have general and active supervision, control and management of the affairs of the Corporation and over the other officers, subject to the orders and resolutions of the Board; shall see that all orders and resolutions of the Board are carried into effect; shall sign all written contracts of the Corporation; and shall perform all such other duties as are incident to this office or as the Board of Directors may assign from time to time.

Section 5.6. Treasurer. The Treasurer shall have custody of all funds and securities of the Corporation; shall keep correct and complete records of accounts showing accurately at all times the financial condition of the Corporation; shall deposit in the name of and to the credit of the corporation, all monies and other valuable effects of the Corporation in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors or by the President; shall give bond in such sums and with such surety as the Directors may require; and shall exercise all powers and perform all such other duties as are incident to this office and such other powers and duties as may from time to time be assigned by the Board of Directors or by the President.

Section 5.7. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall act as Secretary of such meetings; shall have the responsibility for providing that notices required by these By-Laws or required by law be issued; shall record all votes and provide that minutes of all meetings of the Board of Directors be

ARTICLE X
CORPORATE INDEMNIFICATION

Section 10.1. Corporate Indemnification. To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

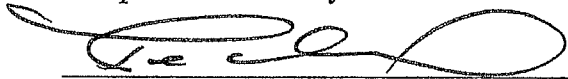
ARTICLE XI
AMENDMENTS TO BY-LAWS

Section 11.1. Amendments to By-Laws. These By-Laws may be altered, amended or repealed or new By-Laws may be made or adopted by the affirmative vote of a majority of the Board of directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meetings.

Article XII
Dissolution of the Charter School

- A. If the University revokes the charter before the end of the term for which it is granted, or does not renew the charter, or the charter is otherwise terminated before the end of the term for which it is granted, the provisions of Indiana Code 20-24-7-9 concerning distribution of local or state funds that remain to be distributed to the charter school shall apply.*
- B. If the Organizer is dissolved, then consistent with Indiana Code 20-24-3-3, all remaining funds and assets shall be distributed as follows:*
- 1. All remaining funds received from the Department of Education shall be returned to the Department of Education not more than thirty (30) days after dissolution; and*
 - 2. All other remaining assets of the Organizer and the Charter School shall be used for non-profit educational purposes.*

Adopted this 23rd day of March 2009



Attested, Tom Dabertin, Board Secretary

RESOLUTION NO. 2016-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE HAMMOND URBAN ACADEMY INC., AMENDING RESOLUTION 2013-01; ESTABLISHING MEMBERSHIP AND POSITIONS CRITERIA

WHEREAS, the Amended Code of By-Laws of the Hammond Urban Academy, Inc., adopted March 19, 2010, contains Section 3.5 entitled Board of Director Membership; and

WHEREAS, the Amended Code of By-Laws states that the Board of Directors “shall have the number of members, not less than seven (7), as designated by resolution of the Board of Directors from time to time”; and

WHEREAS, Section 3.4 of the Hammond Academy of Science and Technology Charter School, Hammond Urban Academy, Inc., Board of Directors Policy Manual, contains criteria for Board Composition and Membership; and

WHEREAS, the Board of Directors, now wishes to formally Amend Resolution Number 2013-01, passed June 20, 2013, and Section 3.4 of the Board of Directors Policy Manual, as authorized by Section 3.5 of the Amended Code of By-Laws, to address the Composition and Membership of all of the Board of Directors; and

BE IT THEREFORE RESOLVED, by the Board of Directors that Resolution 2013-01 and Section 3.4 of the Board of Directors Policy Manual is amended as set forth herein and shall now read as follows:

3.4 Board Composition and Membership:

A. The Board composition shall be as follows, subject to the limitations or procedures on such nominations as set forth herein, or contained in the Bylaws.:

1. The Mayor of Hammond shall nominate three (3);
2. The Hammond City Council shall nominate one (1);

3. The Hammond Development Corporation shall nominate one (1);
4. The Lakeshore Chamber shall nominate one (1);
5. The Downtown Hammond Council shall nominate one (1);
6. The Board of Directors shall nominate two (2) parent representatives;
7. The Board of Directors shall nominate one (1) teacher representative;
8. The Board of Directors shall nominate one (1) student representative;
9. The Board of Directors shall nominate two (2) at large representatives.

B. Section 3.5 of the Amended Code of By-Laws of the Hammond Urban Academy, Inc., lists specific membership criteria for six (6) members of the Board of Directors as follows:

- a. The Council nomination must be a member of the Hammond City Council;
- b. The Hammond Development Corporation nomination must be the Executive Director or member of the Development Corporation's Board of Directors,
- c. The Lakeshore Chamber of Commerce nomination must be a member of the Chamber's Board of Directors or its executive director, and
- d. The Downtown Hammond Council nomination must serve as a member of the Downtown Council's Board of Directors.

Members of the Hammond Urban Academy Inc.'s Board of Directors, who hold one of these six (6) positions, hold such positions on the Board only so long as they maintain the active status required by their nomination. A board member who no longer holds the status is not prohibited from serving in an available "at large" position if selected, but must relinquish the criteria specific position once no longer eligible.

C. A Parent Representative Director shall hold office for a term of three (3) years, beginning on the next July 1 after their nomination is approved by the Board of Directors and ending on June 30 of the last year of their term of three (3) years, unless one of the following occur:

- (i) They no longer have a child attending H.A.S.T.
- (ii) They tender their resignation to the Board of Directors.

Parents who are employed by H.A.S.T. are not eligible to be Parent Representative Directors. In the event of a vacancy in the position of Parent Representative Director, a communication shall be sent to the parents of all H.A.S.T. students in the regular manner that said communications are generated and disseminated to parents by H.A.S.T., requesting application documents and giving any additional information necessary for application as a Parent Representative on the Board of Directors.

D. The Teacher Representative Director shall hold office for a term of two (2) years, beginning on the next July 1 after their nomination is approved by the Board of Directors and ending on June 30 of the last year of their term of two (2) years, unless one of the following occur:

- (i) They no longer are a teacher at H.A.S.T.
- (ii) They tender their resignation to the Board of Directors.
- (iii) They fail to meet the nomination criteria.

Teachers who are employed by H.A.S.T. for three or more full school years and maintain above average performance reviews from administrative observations and student surveys are eligible for Board Consideration for the Teacher Representative Director position. In the event of a vacancy in the position of Teacher Representative Director, a communication shall be sent to all H.A.S.T. teachers requesting application documents and giving any additional information necessary for application as a Teacher Representative on the Board of Directors.

Depending upon the nature of an Executive Session, the Teacher Representative may be excluded from the Executive Session.

E. The Student Representative Director shall hold office for a term of one (1) year beginning on the next July 1 after their nomination is approved by the Board of Directors and ending on June 30 of the last year of their term of one (1) year, unless one of the following occur:

- (i) They no longer are a student attending H.A.S.T.
- (ii) They tender their resignation to the Board of Directors
- (iii) They become ineligible by means of failure to maintain the required G.P.A. or attendance record required for the position.

Senior students, with strong attendance records, maintaining a 2.5 or greater G.P.A., and teacher recommendation are eligible for Board Consideration for the Student Representative Director position. In the event of a vacancy in the position of Student Representative Director, a communication shall be sent to Senior Students requesting application documents and giving any additional information necessary for application as a Student Representative on the Board of Directors.

The Student Representative Director will not participate in any Executive Session.

F. The Personnel Committee shall receive all applicant documents for Parent, Teacher and Student Representative Director(s) positions. It shall be the Committee's duty to receive the documents, and determine in its sole discretion, which if any of the applicants should be interviewed. In the case of the Teacher Representative Director, the Personnel Committee will consult with the Teacher Council/Teacher Team Leaders when vetting the candidates. After said review, and interviews if held, the Committee shall report its findings to the full Board of

Directors including its recommendation, if any, for the vacancy or vacancies. Their recommendation shall be submitted to the full board at the next board meeting after the application, review, and interview process has been completed so that the Board may address the vacancy or vacancies and confirm or reject the Parent, Teacher and/or Student Director(s) recommended by the Personnel Committee.

G. All board members are expected to comply with the Conflict of Interest Policy for Board Members of Hammond Academy of Science and Technology as adopted by the Board in 2016.

BE IT FURTHER RESOLVED by the Board of Directors that a portion of Section 3.5 of the Amended Code of By-Laws of the Hammond Urban Academy, Inc., adopted March 19, 2010, shall be amended to read as follows, with the remainder of 3.5 to remain unchanged:

Mayor of Hammond (3 Nominations) The Mayor shall nominate three (3) at-large representatives.

The Board of Directors shall nominate six (6) members, which consists of two (2) parent representatives, one teacher (1) representative, one (1) student representative and two (2) at large representatives.

BE IT FURTHER RESOLVED by the Board of Directors that this resolution shall be in full force and effect from and after its passage at a public meeting.

ADOPTED AND APPROVED BY the Board this ____ day of Septmeber 2016.
