

The Carondelet Leadership Academy

Board Policy Book

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Definitions

As used in this Policy Manual, the terms set forth below shall have the following meanings:

“Board” or “Governing Board” shall mean the Governing Board of the Carondelet Leadership Academy as more particularly described in Article IV of the By-Laws of the Carondelet Leadership Academy.

“CLA” or “Carondelet Leadership Academy” shall mean the Carondelet Leadership Academy, Inc., a Missouri non-profit corporation.

“District” shall mean the St. Louis Public School District.

“Principal” means the EMO appointed Principal of the Carondelet Leadership Academy.

“Parent” means a parent or legal guardian of a Carondelet Leadership Academy student.

“Eligible Student” means a student of at least eighteen years of age.

“EMO” shall mean Education Management Organization.

Section 1 – The School

1.1 – Vision and Mission Statement

Mission Statement –

The mission of the Carondelet Leadership Academy is to prepare young men and women with a solid foundation of basic academic and social skills, which will ensure success both at the secondary school level and for future participation in post-secondary education and the workplace.

Vision Statement

We seek to accomplish our mission through the creation of an educational institution utilizing a rigorous curriculum, high quality teachers, a critical thinking/problem-solving teaching strategy, and a school culture that encourages and respects students, welcomes parent involvement and treats and rewards teachers as professionals. Our vision is for the Academy to be known for its ability to transform the lives of students and for resolve to incite excellence within the Carondelet community and the City of St. Louis.

As we look forward 10 years in the future, our vision for the Carondelet Leadership Academy is to be a school that because of its high-quality academic program, strong parent and community involvement, and unwavering commitment to a culture of success, is a premier community asset that has not only helped to stem the tide of families moving out of the area, but is actually an attraction for families to move into the area. We strive to create a neighborhood school that becomes a magnet for neighborhood activities. It is a school that the entire community is proud of.

The above stated vision/mission will be reviewed annually and measured through the use of student standardized test scores such as DIBELS (Dynamic Indicators of Basic Early Literacy Skills) the Northwestern Evaluation Association Measures of Academic Progress (NWEA) Test, and the MAP (Missouri Assessment Program) test. These instruments, however, may or may not capture the informal, intuitive lessons that our school will infuse within modules purposefully instilled to foster cultural pride, leadership development and academic excellence, which the Carondelet Leadership Academy will be known for, not only within the City of St. Louis but nationwide.

1.2 – School Legal Status

The school will legally be known as Carondelet Leadership Academy

1.3 - Nondiscrimination

It is the policy of the Carondelet Leadership Academy to recruit, hire, train, educate, promote, and administer all personnel and instructional actions, without regard to race, religion, gender, sexual preference, age, national origin, disability, marital status, or public assistance. Carondelet Leadership Academy will not tolerate any discrimination, and any such conduct is prohibited. The school also prohibits any form of discipline or retaliation for reporting incidents.

Section 2 – The Board

2.1 - Articles of Incorporation

ARTICLE I

Name

The Corporation's name is the Carondelet Leadership Academy, Inc.

ARTICLE II

Initial Principal Office

The principal office of the corporation shall be at 6401 Michigan Avenue, St. Louis, Missouri, 63111

ARTICLE III

Registered Office and Agent

Lori Kindler
950 Dover Place
St. Louis, MO 63111

ARTICLE IV

Incorporator

Lori Kindler
950 Dover Place
St. Louis, MO 63111

ARTICLE V

Purposes

The purpose of the corporation is to maintain and operate a charter school as a not-for-profit enterprise.

ARTICLE VI

Amendment

The Articles of Incorporation may be amended from time to time in a manner consistent with Missouri law.

2.2 - By-laws

ARTICLE I

Location

The principal office of the corporation shall be at 6401 Michigan Avenue, St. Louis, Missouri, 63111, or such other place in the City of St. Louis as the Governing Board may designate from time to time.

ARTICLE II

Purpose

The purpose of the corporation is to maintain and operate a charter school as a not-for-profit enterprise. The corporation also has such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Missouri. It shall be the policy of the Governing Board and the school not to discriminate in admissions and hiring practices in violation of the law.

ARTICLE III

Offices

The corporation shall have and continually maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Missouri as the Governing Board may from time to time determine.

ARTICLE IV

Governing Board

Section 1: General Powers.

The affairs of the corporation shall be managed by its Governing Board. The Governing Board primary duties include the hiring, monitoring and evaluation of the EMO, the setting of general institutional policies, strategic planning, fund-raising, and assessment of the school's effectiveness in manifesting the mission of the corporation.

Section 2: Number, Tenure, and Qualifications.

- (a) The affairs and properties of the corporation shall be managed by a Governing Board, which shall consist of nine (9) members. Initially three (3) members shall serve a one-year term at the end of which their successors shall serve a three-year term. Likewise initially, three (3) members shall serve a two-year term, at the end of which their successors shall serve a three-year term. The remaining three (3) initial members shall serve a three-year term.

- (b) Potential members for the Governing Board shall be nominated and selected by the Governing Board from a pool of parents, past parents, grandparents, alumni, patrons, and community members by criteria defined by the Governing Board. At no time shall the Governing Board be comprised of more than 30% of relatives and/or guardians of students attending the school. The Principal shall be a nonvoting, ex-officio member, whose term shall be renewable each year until terminated by action of the EMO or by resignation. Governing Board membership is contingent upon successful completion of all background and criminal checks as required by law.
- (c) All newly elected Governing Board members shall serve for a term of three (3) years to begin on July 1. Following the first term of service, members may be re-elected to serve a second three (3) year term. Except as provided above, members shall serve a three (3) year term of office and will be eligible, if nominated and elected, to serve one successive three (3) year term. No member may be elected to term beyond the second term without first having been off the Governing Board for at least one year, unless elected as an officer of the Governing Board. The Governing Board shall be divided into staggered classes so that the terms of only approximately one-third of the voting members shall expire each year. In the event that a voting member does not complete his or her term on the Governing Board, a new member may be elected to fill out the unexpired term and then that member is eligible to be nominated for one or more full terms.
- (d) Honorary Members may be elected by the Governing Board from among former members who shall have served with distinction and from among distinguished friends and major contributors to Carondelet Leadership Academy who shall not have served previously as members. Honorary Members shall be invited to attend all meetings of the Governing Board but shall not be entitled to vote.

Section 3: Annual Meeting

There shall be an annual meeting of the Governing Board of the corporation, which shall be held no later than October 1 of each year, at the principal office of the corporation or at such other place as the Governing Board may determine within the City of St. Louis.

After each annual meeting, the Governing Board which shall serve as such during the ensuing year shall meet for the purpose of organization, election of officers, and the transaction of other business.

Section 4: Special Meetings

Special meetings of the Governing Board may be called by the Chair or Vice Chair or at the request of the Principal or any two (2) voting members of the Governing Board, upon five (5) days written notice given by the Secretary of the Governing Board. The person or persons calling such meeting may fix any place as the place for holding any special meeting of the Governing Board called by them within the City of St. Louis.

Section 5: Place of Meetings:

The place of any meeting of the Governing Board is to be within the State of Missouri. Members of the Governing Board or any committee designated by the Governing Board, including the executive committee, may participate in a meeting of the Governing Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 6: Notice

Notice of any special meeting of the Governing Board shall be given at least five (5) days previously thereto by written notice given by the Secretary of the Governing Board delivered personally or sent by mail or electronic mail to each member of the Governing Board at the 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. If notice be given by electronic means, such notice shall be deemed to be delivered when the notice is sent. Any member of the Governing Board may waive notice of any meeting.

The attendance of a member at any meeting shall constitute waiver of notice at such meeting, except where a member of the Governing Board 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 Governing Board need be specified in the notice or waiver of such meeting, unless specifically required by law or these By-Laws.

Section 7: Quorum

A majority of the voting members of the Governing Board as from time to time constituted shall constitute a quorum for the transaction of business at any meeting of the Governing Board, provided that if a quorum shall not be present at such meeting, a majority of the voting members of the Governing Board present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Section 8: Manner of Action

The act of a majority of the voting members of the Governing Board present at a meeting at which a quorum is present shall be the act of the Governing Board, except where otherwise provided by law or by these By-Laws.

Unless otherwise restricted by the corporation's Articles of Incorporation, these By-Laws, or any law, members of the Governing Board or of any committee designated by the Governing Board may participate in a meeting of the Governing Board or its committees by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting. Meetings in which a quorum is present must be held in accordance with the Sunshine Law: Missouri's Open Meetings and Records Law (*Sections 610.010 to 610.028, RSMo*).

Section 9: Informal Action

Unless otherwise restricted by statute, the certificate of incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Governing Board or of any committee thereof may be taken without a meeting, if (i) a written consent thereto is signed by all the voting members of the Governing Board or by all the members of such committee, as the case may be, and (ii) such written consent is filed with the minutes of proceedings of the Governing Board or of such committee.

Section 10: Removal

Any member of the Governing Board may be removed at any regular or special meeting of the Governing Board by an affirmative vote of two-thirds of the voting members of the Governing Board as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The member being removed shall be notified of the meeting at which the removal action will be taken, and the specific charges against him or her, at least five (5) days prior to the meeting.

Section 11: Vacancies

The Governing Board may fill any vacancy occurring in the Governing Board at any regular or special meeting.

Section 12: Compensation

Members of the Governing Board as such shall not receive any stated salaries for their services.

Section 13: Presumption of Assent

A member of the corporation who is present at a meeting of the Governing Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her 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 registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

Section 14: Conflict of Interest Policy

The Governing Board affirms that the members, officers, administrators, faculty and other employees of Carondelet Leadership Academy have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the Carondelet Leadership Academy. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the Carondelet Leadership Academy. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Governing Board of the circumstances resulting in the potential conflict so that the

Governing Board can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

1. Financial Interest.

(A) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the Carondelet Leadership Academy obtains goods or services, or (ii) which is a competitor of the Carondelet Leadership Academy.

(B) Competition by the individual, directly or indirectly, with the Carondelet Leadership Academy in the purchase or sale of property or any property right or interest.

(C) Representation of the Carondelet Leadership Academy by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.

(D) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the Carondelet Leadership Academy in which he or she participates, or which he or she has knowledge.

2. Inside Information

Disclosure or use by the individual of confidential information about the Carondelet Leadership Academy, its activities or intentions, for the personal profit or advantage of the individual or any person.

3. Conflicting Interests other than Financial

Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this school as an adverse party or with adverse interests.

4. Gifts and Favors

Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the Carondelet Leadership Academy under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

No member who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Governing Board where the potential conflict is considered, nor shall the member vote on any action of the Governing Board regarding that potential conflict.

ARTICLE V

Officers

Section 1: Officers

The officers of the corporation shall be a Chair of the Governing Board, a Past Chair, a Vice Chair, a Principal, a Treasurer, a Secretary, and such number of assistant treasurers, assistant secretaries, and other officers as may be elected or appointed by the Governing Board. Any two or more offices may be held by the same person, except the office of Chair and Secretary.

Section 2: Election and Term of Office

The officers of the corporation shall be elected annually by the Governing Board at the annual meeting of the Governing Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Governing Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3: Removal

Any officer or agent elected or appointed by the Governing Board may be removed by the Governing Board 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 person so removed. See Article IV, Section 10.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Governing Board for the unexpired portion of the term with the elected member serving until the next annual meeting of the Governing Board, or until their successors are duly elected.

Section 5: Chair of the Governing Board, Past Chair, Vice Chair

The Chair of the Governing Board shall be the chief officer of the corporation and shall preside at all meetings of the Governing Board. He shall exercise such authority and perform duties as the Governing Board may from time to time assign him. He or she may sign, with the Principal, or Secretary, or any other proper officer or agent of the corporation authorized by the Governing Board, any deeds, mortgages, bonds, contracts, or other instruments which the Governing Board has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Governing Board from time to time. The Chair shall, at the conclusion of his or her term or terms, serve as immediate Past Chair until the office is filled by his or her successor.

In the event of the death, absence, incapacity, inability or refusal to act of the Chair, the Vice Chair shall possess all the powers and perform all the duties of the Chair, and shall do an perform such other duties and experience such other authority as may be from time to time imposed upon or assigned to him by the Governing Board.

The Past Chair or Vice Chair must preside at meetings of the Governing Board in the absence of the Chair.

Section 6: Principal

The Principal shall be the chief administrative officer of the corporation and shall in general supervise and control all of the operational and educational affairs of the corporation, including recruiting and supervision of teachers, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, fund raising, liaison with the parent body, and such other duties as may be prescribed by the Governing Board and/or the EMO from time to time. The Principal shall be a nonvoting, ex-officio member, whose term shall be renewable each year until terminated by action of the EMO or by resignation.

Section 7: Treasurer

The Treasurer shall have oversight of all funds and securities of the corporation as managed by the EMO; 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 Chair or by the Governing Board. If required by the Governing Board, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety as the Governing Board shall determine, the cost of such bond being paid for with funds of the corporation.

The Treasurer shall render to the Chair and members, whenever required, a written detailed account of school transactions as Treasurer and of the financial conditions of the corporation, including a statement of all its asset, liabilities, and financial transactions.

The Treasurer shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the members to the custody of any other person or corporation, or the supervision of which is delegated by the Governing Board to any other member, agent or employee, or for the first performance of any other duties of the Treasurer delegated by the Governing Board to any other member, agent or employee, and he shall not be responsible for any actions of any other member, agent or employee of the corporation.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings and record all votes of the members of the Governing Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Missouri State Law; be custodian of the corporation's 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 in accordance with the provisions of these By-Laws; and in general perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to him or her by the Chair or by the Governing Board.

Section 9: Assistant Treasurers and Assistant Secretaries

The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer, Secretary or by the Chair of the Governing

Board. If required by the Governing Board, the assistant treasurers shall give bond for the faithful discharge of their duties in such sum and with such surety as the Governing Board shall determine, the cost of such bond being paid for with funds of the corporation.

ARTICLE VI

Committees

Section 1: Committee of Members of the Governing Board

The Governing Board by resolution adopted by a majority of the voting members as from time to time constituted may designate one or more committees, each of which shall consist of one or more voting members of the Governing Board (plus any non-board members as the Governing Board sees fit to appoint), which committees to the extent provided in such resolution shall have and exercise the authority of the Governing Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Governing Board or any individual member thereof of any responsibility imposed on it, him, or her by law.

Section 2: Executive Committee

(a) The Executive Committee shall be comprised of the Chair of the Governing Board, the Past Chair and the chair of each standing committee, and shall function as a long-range planning committee to set goals and objectives for the corporation. The Executive Committee shall be authorized to expedite the transaction of business and management of the corporation between regular meetings of the Governing Board. Subject to any specific limitation imposed by the certificate of incorporation, the Executive Committee shall have such further specific powers as may from time to time be conferred upon it by resolution of the Governing Board, and the Executive Committee may exercise such powers in such manner as it shall deem for the best interests of the corporation in all cases in which specific directions shall not have been given by the Governing Board.

(b) The Chair of the Governing Board, or in the absence of the Chair, an member of the Executive Committee selected by those voting members present, shall preside at meetings of the Executive Committee, and the Secretary of the corporation or, if the Secretary of the corporation is not a member of the Executive Committee, a member of the Executive Committee designated by the members thereof shall be the Secretary of the Executive Committee. In the event of absence from any meeting of the Secretary of the Executive Committee, the members of the Executive Committee present at the meeting shall select a member of the Executive Committee to be Secretary of the meeting.

(c) The Executive Committee may prescribe for the conduct of its business such rules and regulation, not inconsistent with these By-Laws or with such resolutions for the guidance and control of the Executive Committee as may from time to time be passed by the Governing Board, as it shall deem necessary or desirable, including, without limitation, rules fixing the time and place of meetings and the notice to be given thereof, if any. A majority of the voting members of the Executive Committee shall constitute a quorum. The adoption of any resolution or the taking of any other actions shall require the affirmative vote of a majority of all the voting members of the Executive Committee as from time to time constituted. The Executive Committee shall keep minutes of its proceedings, and it shall report all action taken by it to the Governing Board at the meeting thereof held next after the taken of such action. All action taken by the Executive

Committee shall be subject to revision or alteration by the Governing Board at the meeting of the Governing Board at which any such action has been reported to the Governing Board; provided, however that such revision or alteration shall not affect any action taken by any officer or employee of the corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of the Executive committee.

(d) The Executive Committee shall not have the authority to act on behalf of the Governing Board for the purpose of: 1) amending these By-Laws, 2) amending the budget, or 3) making decisions covering the selection or retention of the EMO and/or its employees. The Executive Committee can act on behalf of the Governing Board in decisions regarding routine business of the Carondelet Leadership Academy.

Section 3: Other Committees

Other committees not having and exercising the authority of the Governing Board in the management of the corporation may be designated by a resolution adopted by a majority of the voting members present at a meeting at which a quorum is present. The Chair of the Governing Board shall appoint the members of such committee, except as otherwise provided in the resolution designating such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4: Terms of Office of Committee Members

Each member of a committee shall continue to serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5: Chair

Except as otherwise provided herein, two members of each committee shall be appointed by the Chair of the Governing Board as, respectively, Chair and Vice Chair of such committee.

Section 6: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7: Quorum

Unless otherwise provided herein or in the resolution of the Governing Board designating a Committee, a majority of the voting members of the whole committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8: Rules

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Governing Board.

ARTICLE VII

Indemnification of Members, Officers and Employees

Section 1: General: Indemnification of Members and Officers

Each person who is or was a member, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a member, Officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation in the manner and to the full extent that the corporation has power to indemnify such person under Missouri law as now in effect or hereafter amended; provided , however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of “self-dealing” or a “taxable expenditure”, as defined by Section 4941(d)(1) and 4945(d), respectively, of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law, which would give rise to any liability for the excise taxes imposed by Section 4941(a) of said Code, as amended , or (ii) violate the provisions of Section 355.530 or any other section of the Revised Statutes of Missouri as then in effect.

Section 2: Indemnification of Members and Officers: Actions By or In the Right of the Corporation

The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, 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 favor of the corporation by reason of the fact that such person is or was a member or officer of the corporation, or that such person is or was serving at the request of the corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonable 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 matters as to which such person shall be made in respect of any claim, issue or matters 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.

Section 3: Authorization of Indemnification

Any indemnification under Section 1, Section 2 or Section 5 of this Article (unless ordered by a court) shall be made by the corporation only as authorization in the specific case, upon a determination that indemnification of the member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2, or 5 of this Article. Such determination shall be made by (1) the Governing Board by a majority vote of a quorum consisting of members 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 members so directs, by independent legal counsel in a written opinion.

Section 4: Contract with the Corporation

The provisions of this Article VII shall be deemed to be a contract between the corporation and each member or officer who serves in any capacity at any time while this Article VII is in effect, and any repeal or modification of this Article VII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore brought or threatened based in whole or in part upon any such state of facts.

Section 5: Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions of this Article VII and who are or were employees or agents of the corporation, or who are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Governing Board, subject to the same standard of conduct set forth in Sections 1 and 2 of this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6: Payment of Expenses in Advance

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 Governing Board in the specific case, upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such member, officer, employee, or agent is entitled to be indemnified by the corporation as authorized by this Article VII.

Section 7: Insurance against Liability

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of the corporation, or who is or was serving at

the request of the corporation as a member, 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 such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-Laws.

Section 8: Other Rights of Indemnification

The indemnification provided or permitted by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VIII

Contracts. Checks, Deposits. and Funds

Section 1: Contracts

The Governing Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, 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, with a majority vote.

Section 2: Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of any such determination by the Governing Board, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the Principal.

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 Governing Board may select.

Section 4: Gifts

The Governing Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the corporation.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep records of member votes and minutes of the proceedings of the Governing Board and committees having any of the authority of the Governing Board.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of July and end on the last day of June in each year.

ARTICLE XI

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-for-Profit Corporation Law of the State of Missouri or under the provisions of the articles of incorporation of the By-Laws 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 XIII

Amendments to By-Laws

These by-laws may be altered, amended or repealed and By-Laws may be adopted by a majority of the voting members of the Governing Board present at any regular meeting or at any special meeting, provided that at least five (5) days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting. Any amendment to the By-Laws will be voted only after examination of any possible conflicts with the Articles of Incorporation.

ARTICLE XIV

Internal Affair Governance

Whenever not otherwise provided in the By-Laws, the internal affairs of the corporation shall be governed by the procedures established in The General Not-For-Profit Corporation Law of the State of Missouri.

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2.3 – Decision Making

The Carondelet Leadership Academy has been created to serve students. All decisions by the Governing Board and the administration should be made within the parameters of the mission and vision of the school, always keeping in mind the interest of students.

2.4 – Public Attendance at Board Meetings

- 1) Carondelet Leadership Academy desires to provide opportunities for any member of the community to express interest in and concern for the school. Accordingly, the public is cordially invited to attend all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.
- 2) Meetings are closed to the public only when the Board is meeting in executive session. An executive session may be called only to discuss matters not appropriate for public discussion pursuant to Missouri State Statute (Section 610.011). An executive session may be called only upon the affirmative vote of two-thirds of the quorum present. No formal action of the Board may be taken in any executive session.
- 3) Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the Principal, who will respond according to the following procedures:
 - a. The Principal will consult with the Chair and, if appropriate, other Board members about including the request on the agenda for the next regularly scheduled Board meeting.
 - b. If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.
 - c. The person may present their information orally to the Board when the agenda item is discussed.
 - d. The Board reserves the right to establish reasonable time limits for public comment and presentations.
- 4) Notice of meetings of the Board shall be posted in the school offices and on the school website at least two days prior to the meeting.

2.5 – Policy Making

- 1) The Board working in tandem with the EMO shall be responsible for adopting, repealing or amending policies for the Carondelet Leadership Academy, excluding policies regarding EMO employees. Action by the Board shall be accomplished as set forth in the By-Laws.
- 2) Proposals for adopting, repealing or amending policies for CLA may be made in writing by any member of the Board or by any parent or student submitted through an administrator of the schools. When appropriate, policy change proposals shall include adequate information concerning potential fiscal impact on the school.
- 3) Except in cases of emergencies, the Board shall follow the following procedure in adopting, repealing or amending policies at CLA:

- a. First Reading. The proposed policy shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The proposed policy shall be contained in the Board packet distributed prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed policy. A vote of the Board will be taken after the reading, and if the proposed policy receives a simple majority vote of the directors present at the meeting, it will be placed on the agenda for a second reading at the next meeting of the Board.
 - b. Second Reading. If the proposed policy is approved on first reading as set forth in section 2.5(3) (a), it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose. No proposed policy shall be adopted at second reading unless the proposed policy receives a two-thirds vote of the directors present at the meeting. If the proposed policy is adopted upon second reading it shall become a policy of CLA, and the Policy Manual shall be amended accordingly.
 - c. Emergencies. Upon a two-thirds (2/3) vote of the directors present at a regular or special meeting called for that purpose, an emergency may be declared. If an emergency is declared, a policy may be adopted on first reading.
- 4) Proposed policies should reference the policy provision it will be amending. Ideally, the entire policy will be reprinted with new language in all caps, and language to be deleted lined out. New policies should include the proposed table of contents, policy title, and code number.

2.6 – Board Member Conflicts of Interest

1) Policy

- a. A director's personal and/or business interests, or those of their immediate family, shall not directly or indirectly conflict with the financial or non-financial interests of Carondelet Leadership Academy. Such a conflict of interest may arise when a director or employee, or a member of their immediate family, has a material personal or business interest in a transaction involving CLA. As used in this document, "material personal or business interest" means (i) an ownership or investment interest in or arrangement with any entity with which CLA has or is negotiating a business arrangement, and/or (ii) a compensation arrangement with any entity or individual with which CLA has or is negotiating a business arrangement, and/or (iii) the providing of goods or services, for a fee, or compensation to CLA by a director or employee. This provision does not include the performance of employment responsibilities, for reasonable compensation, by CLA's employees.
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- c. A financial interest is not necessarily a conflict of interest. Under Article XII, Section 1, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.
- d. Immediate family shall include the director's spouse, children or stepchildren.
- e. By signing the conflict of interest document, a director acknowledges his or her agreement to comply with this policy and the procedures set forth in paragraph II (A)-(D) below.

2) Procedure

- a. A director shall inform the Board of any material, financial or personal interest(s) he/she may have in a potential transaction or arrangement, between CLA and any other organization, prior to the Board taking any action involving such a transaction or arrangement.
- b. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. A director with a material personal interest in a potential transaction or arrangement between CLA and any other organization shall not be present during any Board meeting, telephone conference, or e-mail discussion when the transaction is discussed and shall not vote upon any such transaction or arrangement.
- d. A disinterested director, or other disinterested party familiar with the transaction, shall present evidence of the fairness of the proposed transaction, such as competitive bids or comparable price quotations.
- e. A majority of disinterested directors constituting a quorum must agree that the proposed transaction or arrangement is fair to CLA in order for the transaction to be approved. The minutes shall reflect that a disclosure of interest was made and that the interested director or employee was not present during the Board's consideration of the transaction and abstained from voting on the transaction.

3) Violations of the Conflict of Interest Policy

- a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4) Annual Statements

- a. Each Board member, Principal, Officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

2.7 - Board Review of Administrative Procedures

- 1) The Board need not review administrative policies and regulations in advance of issuance except as required by law. However, when there is a potential for strong parental, student or employee reaction, the policy or regulation should be approved by the Board in advance.
- 2) Administrative policies and regulations should reference existing Board policy when applicable.
- 3) The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board's policies.

2.8 – Advisory Committees to the Board

- 1) The primary purpose of all advisory committees to the Board is to contribute to the educational program of the school by conducting studies, identifying problems, or developing recommendations to assist the Board in making decisions. The ultimate authority to make those decisions, however, will be the Board's as required by law.
- 2) Advisory committees will be formed by the Board at such times and for such purposes as the Board may deem necessary. They will be given a clear charge, and will be dissolved upon accomplishing that charge.
- 3) Membership in advisory committees will be broadly representative of the school's population, and will be chosen by the Board to include school community members and others who have shown an interest in or who have special knowledge or expertise related to the committee's purpose. Once activated, an advisory committee will report to the Board on a periodic basis according to guidelines established by the Board.

2.9 – Standing Committees

- 1) School Accountability and Assessment Committee – responsible for reviewing school assessment policies and procedures and ensuring that those policies conform to district and state standards. Also responsible for reviewing results of school assessment programs, reporting findings to the Board and, when applicable, proposing changes in policy indicated by assessment findings
- 2) Hiring and Evaluation Committee. The Hiring and Evaluation Committee will be responsible for recruiting and recommending an EMO and preparing a formal

- Request for Proposal (RFP). Final approval of the RFP and selection of the final candidate will be done by the full Board. The committee will conduct a performance review of the EMO at least once per year. If the EMO's performance is found to be below expectations, the Committee will form a remediation plan in consultation with the EMO and will make a recommendation for further action to the Board.
- 3) Budget and Financial Oversight Committee – responsible for working with the EMO in reviewing and recommending an annual balanced budget to the Board and, after Board approval, making the budget available to the public. The Budget Committee will, with the EMO also oversee preparation of the annual report, including audited financial statements, and other exhibits required by the St. Louis Public School District, and make them available to the public.
 - 4) Nomination Committee. The Nomination Committee will be responsible for setting criteria for Board election, and identifying and evaluating candidates for the Board. The Nominating Committee will present a slate of candidates for election to the Board at least once annually. Election will be by a simple majority of the sitting Board.

2.10 – Board Election Procedures

The Nomination Committee shall prepare and submit to the Board a report of the nominees it recommends for election. The number of seats available shall be determined in accordance with the By-Laws. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each Board member shall serve from the next scheduled Board meeting after the election until the end of his or her term as determined by the Board.

2.11 – Board Self Evaluation

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the school. Therefore, the Board will conduct an annual evaluation of its own work. The School Accountability and Assessment Committee will conduct the evaluation. This Committee shall determine the format of the evaluation, but it must include a formal written evaluation. The evaluation process should be designed to encourage constructive feedback aimed at improvement.

Section 3 – Administration

3.1 – Administrative Structure

- 1) The Board shall rely on its Chair and the EMO to provide professional and administrative leadership.
- 2) The EMO and Principal will, directly or indirectly, supervise all other employee members employed by the school. He or she will be ultimately responsible for selecting employee members, conducting employee reviews and recommending compensation levels.
- 3) The Hiring and Evaluation Committee will annually evaluate the performance of the EMO. .

Section 4 – Personnel

4.1 – Staffing Philosophy and Goals

- 1) The school/EMO will endeavor to employ a well-qualified, compassionate and dedicated staff to develop and carry out an exceptional educational program
- 2) The Board's specific goals with regard to employee selection and retention are:
 - a. Recruit, select, employ and retain the best qualified personnel available
 - b. Provide equal employment opportunities for all candidates
 - c. Develop effective working relationships conducive to high levels of staff performance and satisfaction
 - d. Develop and manage employee compensation, leave and benefit programs in ways that attract and retain qualified employees
 - e. Effectively administer contracts and personnel policies with the aim of safeguarding good relations between the Board and its staff and provide for appropriate due process

4.2 – Equal Opportunity Employment

It is the policy of the school that all decisions about employee assignments, promotion, and demotion, and transfer, determination of salaries, benefits, and selection for training shall be made without regard to race, color, religion, national origin, gender, sexual orientation, or age. The school also makes reasonable, necessary accommodations for employees with disabilities.

4.3 – Employee Evaluations

CLA leadership will conduct periodic performance reviews for employees in accordance with American Quality Schools' personnel policy. At a minimum, employees shall generally receive written performance evaluations at the end of their probationary period and then at a minimum once every year thereafter. Performance evaluations may be scheduled more frequently, at the discretion of the Principal. If requested, employees will also be expected to provide written self-evaluations for the prior year's performance and a development plan for the next review period that will be incorporated into the formal evaluation. After receiving their performance evaluation, employees will be required to sign the evaluation. Such signature does not necessarily imply agreement with the performance evaluation.

Notwithstanding this policy, each employee may be terminated by the Principal in accordance with American Quality School's personnel policy.

4.4 - Alcohol and Drug Policy

- 1) It is CLA's desire to provide a drug-free, healthful, and safe workplace. To promote this goal, employees are required to report to work in appropriate mental and physical condition to perform their jobs in a satisfactory manner.
- 2) While on CLA premises and while conducting business-related activities off school premises, no employee may use, possess, distribute, sell, or be under the influence of

alcohol or illegal drugs. The legal use of prescribed drugs is permitted on the job or while conducting business related activities off school premises only if it does not impair an employee's ability to perform the essential functions of the job effectively and in a safe manner that does not endanger other individuals in the workplace.

- 3) Violations of this policy may lead to disciplinary action, up to and including immediate termination of employment, and/or successful completion of a substance abuse rehabilitation or treatment program. Such violations may also have legal consequences.
- 4) Under the Drug-Free Workplace Act, an employee who performs work for a government contract or grant must notify CLA of a criminal conviction for drug-related activity occurring in the workplace. The report must be made within five days of the conviction.

4.5 - Smoking Policy

In keeping with CLA's intent to provide a safe and healthful work environment, smoking is prohibited throughout school premises or while accompanying students offsite as a representative of the school. This policy applies equally to all employees, students, and visitors.

4.6 - Prohibition against Firearms and Weapons

The presence of firearms and weapons poses a substantial risk of serious harm to students, staff and community members. Therefore, possession of firearms and weapons is prohibited on school premises at all times except for law enforcement officials. As used in this policy, the phrase *school premises* include all buildings, grounds, vehicles and parking areas. This prohibition also extends to the sites of school activities, whether or not those school activities are conducted on school property.

Individuals found to be in violation of this policy will be dealt with severely. Students will be disciplined up to and including expulsion. Law enforcement officials will be notified and the individual violating this policy will be directed to leave school premises. Non-students violating this policy will be barred from all school premises and school activities for a period of one (1) year. Subsequent violations by the same individual will result in a permanent bar from school premises and school activities.

In addition, persons passing through the school premises for purposes of dropping off or picking up a student do not violate this policy if they possess a lawful permitted weapon in the vehicle during this time.

4.7 - Handling of Confidential Information

Many employees will be exposed and have access to information which is of a confidential nature. Such information should not be shared with unauthorized personnel. Violations of this policy may lead to disciplinary action up to and including termination.

4.8 – Employee Conflicts of Interest

1) Policy

- a. An employee's personal and/or business interests, or those of their immediate family, shall not directly or indirectly conflict with the financial or non-financial interests of Carondelet Leadership Academy. Such a conflict of interest may arise when a director or employee, or a member of their immediate family, has a material personal or business interest in a transaction involving CLA. As used in this document, "material personal or business interest" means (i) an ownership or investment interest in or arrangement with any entity with which CLA has or is negotiating a business arrangement, and/or (ii) a compensation arrangement with any entity or individual with which CLA has or is negotiating a business arrangement, and/or (iii) the providing of goods or services, for a fee, or compensation to CLA by a director or employee. This provision does not include the performance of employment responsibilities, for reasonable compensation, by CLA's employees.
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- c. A financial interest is not necessarily a conflict of interest. Under Article XII, Section 1, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.
- d. Immediate family shall include the employee's spouse, children or stepchildren.
- e. By signing the conflict of interest document, an employee acknowledges his or her agreement to comply with this policy and the procedures set forth in paragraph II (A)-(D) below.

2) Procedure

- a. An employee shall inform the Board of any material, financial or personal interest(s) he/she may have in a potential transaction or arrangement, between CLA and any other organization, prior to the Board taking any action involving such a transaction or arrangement.
- b. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or

committee meeting while the determination of a conflict of interest is discussed and voted upon.

3) Violations of the Conflict of Interest Policy

- a. If the Board or committee has reasonable cause to believe an employee has failed to disclose actual or possible conflicts of interest, it shall inform the employee of the basis for such belief and afford the employee an opportunity to explain the alleged failure to disclose. If, after hearing the employee's response and after making further investigation as warranted by the circumstances, the Board or committee determines the employee has failed to disclose an actual or possible conflict of interest, it shall file a report with American Quality Schools seeking appropriate disciplinary action.

4.9 – Policy against Harassment

It is the policy of the Board to maintain a workplace free of sexual harassment (which includes harassment based on gender, pregnancy, childbirth, or related medical conditions), as well as harassment based on factors such as race, color, religion, national origin, ancestry, age, physical disability, mental disability, medical condition, marital status, sexual orientation, family care or medical leave status, or veteran status. CLA strongly disapproves of and will not tolerate harassment of employees by managers, supervisors, or co-workers. Similarly, CLA will not tolerate harassment by its employees of non-employees with whom CLA employees have a business, service, or professional relationship. Complaints of harassment will be handled without delay and in a manner that considers the interests of both the complainant and the respondent.

1) Definitions

- a) Harassment includes verbal, physical, and visual conduct that creates an intimidating, offensive, or hostile working environment or that interferes with work performance. Such conduct constitutes harassment when (1) submission to the conduct is made either an explicit or implicit condition of employment; (2) submission to or rejection of the conduct is used as the basis for an employment decision; or (3) the harassment interferes with an employee's work performance or creates an intimidating, hostile, or offensive work environment.

Harassing conduct can take many forms and includes, but is not limited to, the following: slurs, jokes, statements, gestures, assault, impeding or blocking another's movement or otherwise physically interfering with normal work, pictures, drawings, or cartoons based upon an employee's sex, race, color, national origin, religion, age, physical disability, mental disability, medical condition, ancestry, marital status, sexual orientation, family care or medical leave status, or veteran status.

- b) Sexually harassing conduct in particular includes all of these prohibited actions as well as other unwelcome conduct such as requests for sexual favors, conversation containing sexual comments, and unwelcome sexual advances.

- 2) Reporting. Any employee witnessing or suffering harassment shall immediately report the matter to a supervisor or to the Principal. The Principal will initiate an investigation process. If the complaint is against the Principal, the employee is encouraged to report the matter to the Chair of the Board. Retaliation is prohibited for reports of harassment made in good faith.
- 3) Notice to Employees. Notice of and training on this policy shall occur annually. In addition, written notice shall be posted in employee lounges and/or work areas.
- 4) Investigation Process. The Principal shall develop an administrative policy outlining the investigation process.

4.10- Teacher Qualifications

- 1) The ideal teacher for the Carondelet Leadership Academy will be a certified educator who enjoys interacting with children. This educator will understand the goals of the school and he/she will know how these goals connect with Missouri's State Standards. Seeing this connection, the ideal teacher will develop projects that promote critical thinking skills and leadership skills while challenging students to apply, analyze, evaluate, and synthesize various concepts.

The ideal teacher will foster an exciting and comfortable learning environment while using their expertise on age-appropriate subject matter. The ideal teacher will work ardently to develop students' academic, social, physical, leadership, and self-actualization skills. These efforts will be performed in conjunction with other teachers, administrators, parents, and students.

Finally, the ideal teacher will know the students' skill levels, interests, natural abilities, and proclivities as this knowledge is pertinent for helping students to progress as far as possible. This knowledge will be acquired through continual observations, student interactions, parent interactions, projects, and assessments. Ultimately, the ideal teacher will realize that teaching our youth is one of the most important efforts available. This knowledge and these efforts will help to create a dynamic learning community.

- 2) Prospective teachers are screened based on several criteria. Initially they all must hold the appropriate teaching license, and exhibit above average grades as evidenced by their college or university transcripts. Every attempt will be made to secure those individuals with outstanding records of achievement as students. Also, all prospective teachers will be required to pass a criminal background check prior to hiring.
- 3) All staff members will comply with the background checks provision of the state law

4.11 - Salaries

American Quality Schools shall pay for the salaries, fringe benefits, employment taxes and other employment related costs and expenses for all employees at CLA with Operating Funds deposited in the School Operating Account.. American Quality Schools will provide teachers and staff with salary, health insurance, retirement benefits, liability insurance, and other benefits. American Quality Schools shall provide a report to CLACH of the salaries and fringe benefits of all employees at CLA on a schedule to be agreed to by CLACH and American Quality Schools.

4.12 – Internet, Email and Copyrighted Material Acceptable Use Policy – Employee

- 1) Each employee member accessing the Internet will be trained on the proper uses of the Internet. Use of the Internet is a privilege and inappropriate use will result in a cancellation of those privileges.
- 2) The illegal installation of copyrighted software for use on district computers is prohibited.
- 3) Data and music downloaded from the Internet must comply with copyright law.
- 4) All materials and electronic communications utilizing school equipment should be treated as public.

4.13 – Notice to Employee on Internet Acceptable Use Policy

- 1) All employees must agree to and sign the Internet Acceptable Use Policy for Employee. A signed agreement form shall be on file with the technology director at the beginning of each school year in order for any employee member to access the Internet from CLA or on CLA equipment during that school year.
- 2) All classroom teachers and educational assistants shall review the Student Internet Acceptable Use Policy and work with the technology director to ensure compliance.
- 3) Violation of the Internet Acceptable Use Policy will lead to discipline up to and including termination.

4.14 – Employee Appearance

It is expected that all employees dress in a manner consistent with good hygiene, safety, and good taste and consistent with the CLA dress code. Employees whose jobs require them to come in contact with students or the public are expected to wear apparel CLA considers appropriate for dealing with the public.

Section 5 - Students

5.1 – Student Rights and Responsibilities

- 1) Students at CLA are expected to commit themselves fully to their own personal growth and learning. They are also expected to conduct their affairs in a manner that affords other students this same opportunity.

- 2) The Board and school authorities have the right to prescribe and control student conduct to ensure school safety and the effective realization of the school's mission.

5.2 – Student Conduct

CLA students are expected to behave in ways that are respectful of others and supportive of teaching and learning. Prohibited behavior is defined in the student handbook.

5.3 – Discipline

- 1) The Board believes in a fair but strict and consistent discipline policy that is rigorously enforced.
- 2) A safe environment that is conducive to learning is of the utmost priority.
- 3) All procedures and policies shall be in accordance with state law as outlined in the student/parent handbook.
- 4) Classroom teachers and employees should be supported in their efforts to discipline students. All employees will be expected to comply with Board and administrative policies when disciplining students.

5.4 – Student Health

- 1) Immunizations. State law requires parents to show evidence of immunization ten days after the beginning of the school year. Students who have not been vaccinated or whose parents have not signed a waiver will be denied attendance in accordance with Missouri Statute 167.191. Parents wishing to waive immunization requirements may do so for personal, medical or religious reasons. In order to waive these requirements, parents must sign a card in the school office within ten days of the beginning of the school year. All information related to immunizations that is distributed to parents by the school will inform them of their rights to seek an exemption from immunization requirements.
- 2) Contagious disease. The Principal may prohibit students suspected of having a contagious disease from any contact with other students.

5.5 – Student Privacy

- 1) It is the policy of CLA to respect and protect the privacy of students and families. Written parental consents must be obtained before students participate in any survey, analysis, evaluation or test that reveals information about the student and/or family concerning political affiliations, religious beliefs, income, mental or psychological condition, sexual behavior and attitudes, parenting styles, substance abuse, or any information that could be potentially embarrassing to the student and/or student's family.
- 2) There is no right to privacy in the use of the school's computer system or user accounts. CLA reserves the right to monitor and access information on the system and in user accounts for the purpose of determining whether a violation of the acceptable use guidelines has occurred. CLA will remove from the system any information that the employee and/or administration determine to be unlawful, obscene, pornographic, abusive, harassing, or otherwise in violation of the guidelines.

5.6 – Student Safety

- 1) CLA shall provide a safe environment for all students to learn and grow. Special attention will be paid to the following:
 - a) Maintaining a safe school environment
 - b) Emphasizing safe practices on the part of school personnel and students, particularly in those areas of instruction or extracurricular activities that offer special hazards
 - c) Providing first-aid care for students in case of accident or sudden illness

5.7 – Interrogations and Searches

- 1) Interrogations. School administration will make every reasonable attempt to notify parents prior to permitting any person from outside the school, including law enforcement officials, to question or detain a student. Every reasonable effort will be made to ensure that no student be questioned or detained without the presence of either a parent or school official; the school, having legal custody of the student during the school day and during approved extra-curricular activities, must ensure that each student's rights are protected.
- 2) Searches. All school property is under the control of the Board and its officials. A search of property (including, but not limited to, lockers and vehicles parked on school property) may be made at the discretion of the school administration if a reasonable suspicion arises that items considered illegal, disruptive, or a general nuisance to the educational process are being kept on school premises. School officials will detain a student if there is a reasonable suspicion that a student has drugs, narcotics, weapons, explosives, or other dangerous contraband in his or her possession, and if such possession constitutes a clear and imminent danger to the safety and welfare of the student, other persons, or school property. Further, school officials will notify parents and the appropriate law enforcement agency of illegal possession of such materials.

5.8 – Harassment of or by Students

- 1) It is the policy of the Board to maintain an environment for its students that is free of sexual harassment (which includes harassment based on gender, pregnancy, childbirth, or related medical conditions), as well as harassment based on factors such as race, color, religion, national origin, ancestry, age, physical disability, mental disability, medical condition, marital status, sexual orientation, family care or medical leave status, or veteran status. CLA strongly disapproves of and will not tolerate harassment of or by students.
- 2) Reporting. Any student witnessing or suffering harassment shall immediately report the matter to a teacher or to the Principal. The Principal will initiate an investigation process. If the complaint is against the Principal, the report will be made to the Chair of the Board of Directors. Retaliation is prohibited for reports of harassment made in good faith.
- 3) Investigation Process. The Principal shall develop an administrative policy outlining the investigation process.

5.9 – Student Dress

- 1) The Board delegates to the Principal the authority to establish a student dress code. The dress code shall be reviewed each year and student input shall be solicited as part of the review process.
- 2) The dress code shall foster a professional, safe, respectful and comfortable environment at the school.
- 3) The dress code applies from the time students enter school premises until the conclusion of the normal academic day. It also applies to field trips and internships unless a supervising adult informs students otherwise.

Section 6 – Education Program

6.1 – Instructional Goals and Objectives

The Board has defined a number of broad goals for the school that include both targets for student achievement and goals for the broader community. Specific objectives, which can be periodically measured to determine if the school is attaining these goals, have also been developed. The goals and objectives of CLA as outlined in the initial charter application are:

1. Students will make yearly academic growth that will result in their being at or above state of Missouri standards as defined by the MAP (Missouri Assessment Program) by the time they graduate from the Carondelet Leadership Academy.
2. Students will become grade proficient in basic skills of reading, writing, mathematical computation, computer literacy and critical thinking/problem solving.
3. Students will develop a sense of self-worth.
4. Students will develop a sense of moral and ethical behavior.
5. Students will develop a sense of reciprocal obligation to their family, their school and their country (citizenship).
6. Students will develop an appreciation and tolerance for the various viewpoints, races, religions and ethnic origins of our multi-cultural nation.

6.2 – Equal Educational Opportunity

It is the policy of the Carondelet Leadership Academy to make all educational services available without regard to race, color, religion, national origin, ancestry, gender, sexual orientation, or physical or mental disability.

6.3 – Snow Days and Emergency Closings

- 1) Generally, CLA will follow the St. Louis Public School District's snow day schedule. However, the school has the option of calling a snow day when necessary even if the District has not. Parents will be notified via radio and TV stations and, if possible, through a school telephone system.
- 2) The Principal is also authorized to announce the closing of school for any other reason deemed necessary.

6.4 – Instructional Materials

The Board delegates to the Principal authority to establish standards for appropriate textbooks, computer software and equivalent learning materials. Individual teachers should be given the greatest autonomy possible in selecting instructional materials, with final approval from the Principal.

6.5- Homework

The Board delegates to the Principal the authority to establish guidelines for appropriate amounts of homework to be assigned by grade level and by subject matter. Teachers will be given the greatest amount of autonomy possible in the selection of homework assignments.

6.6 – Teaching about Drugs, Alcohol and Tobacco

- 1) CLA shall provide an age appropriate drug, alcohol and tobacco education program. The program shall address the legal, social and health consequences of drug, alcohol and tobacco use. It shall include special instruction as to the effects upon the human system; the emotional, psychological and social dangers of such use with emphasis on nonuse by students, and the illegal aspects of such use. The program also shall include information about effective techniques for resisting peer pressure to use illicit drugs or alcohol.
- 2) The objectives of this program, as stated below, are rooted in the Board's belief that prevention requires education and that the most important aspect of the policies and guidelines of the school should be the education of each individual to the dangers of drugs, alcohol and tobacco. Objectives of the program include:
 - a) To create an awareness of the total drug problem-prevention, education, treatment, rehabilitation and law enforcement on the local, state, national and international levels
 - b) To relate the use of drugs and alcohol to physical, mental, social and emotional practices
 - c) To encourage the individual to adopt an appropriate attitude toward pain, stress and discomfort
 - d) To develop the student's ability to make intelligent choices based on facts and to develop the courage to stand by one's own convictions
 - e) To understand the need for seeking professional advice in dealing with problems related to physical and mental health
 - f) To understand the personal, social and economic problems causing the misuse of drugs and alcohol
 - g) To develop an interest in preventing illegal use of drugs in the community
- 3) The Principal or his/her designee shall select the curriculum, instructional materials and strategies used in this program

6.7 – Religious Expression

CLA acknowledges the place of holidays with religious origins in our national, social and cultural life. Diversity is a hallmark and strength of our nation. No student should be

required to participate in any school event which conflicts with his or her religious beliefs. Students should be permitted to practice their own customs as they see fit provided they do not seek to coerce others to join in their mode of expression and provided that they do not otherwise intrude upon the rights of others.

6.8 – Field Trips

- 1) The school authorizes and encourages field trips for educational purposes provided such trips are properly planned and approved by the Principal in advance.
- 2) A child under the age of 18 may not go on a field trip without parental permission.
- 3) No students shall be transported in an unauthorized vehicle. The school is responsible only for students who travel in authorized vehicles going to and from school-approved events.
- 4) For all school-sponsored trips involving students, school employees must arrange for the proper supervision of students. Parents are permitted and encouraged to assist school employee in such supervision.
- 5) No student under the age of 18 shall transport another student under the age of 18 without the express written consent of the guardians of both driver and passenger(s).

6.9 – Notice to Students on Internet Acceptable Use Policy

- 1) The technology subcommittee of the Board shall review yearly the Internet Acceptable Use Policy. Subcommittee members may include the technology director, parents and Board members.
- 2) The technology director shall have on file, a signed agreement form from each student, prior to any student accessing the Internet at CLA or using CLA equipment. Both the parent and student must sign the agreement form. These agreement forms shall be distributed to parents at the beginning of each school year and be in effect for that school year only. Further, the technology director shall communicate both the educational benefits and the potential dangers of the Internet to the staff and students.

Section 7 – Enrollment

7.1 – Enrollment and Waiting List

- 1) **Enrollment criteria.** Applications will only be accepted for students who are eligible for matriculation in the following school year. Only full-time students will be accepted. The Board will establish the number of openings available each year and the Principal or his/her designee will establish application requirements.
- 2) **Founding Families.** The term “founding family” shall mean those families who signed a letter of intent prior to December 31, 2003.
- 3) **Residency.** Pursuant to the contract between CLA and the District, students who reside outside of the District shall not be admitted unless there are more spaces available in the school than applicants from within the district. Current students who move outside of the District will still be eligible to be students at CLA for the remainder of the school year as well as for subsequent school years.
- 4) **Children of Employees** - Children who have one or more parents who are currently employed by CLA will receive priority in the admissions lottery. If a child’s parent

has signed a letter of intent to join the staff prior to the date of the lottery, the child may receive such priority even if the parent has not yet assumed his or her or position at the school.

- 5) **Announcement of Enrollment Procedures.** Detailed application instructions and forms will be available on the school's website and will be distributed to various locations including middle schools in the metro area. The school will also notify media outlets about the application procedure.
- 6) **Lottery Procedure.** If the number of students applying for entrance exceeds the number of students whom can be accommodated by the school, CLA will conduct a lottery to determine the students who will be admitted. Applications completed on or before a specified closing date will be included in the lottery. There will be two separate lotteries conducted. There will be one lottery for students who can furnish proof that they are eligible for Free and Reduced Lunch and indicate that they wish to be considered for this special lottery. 40% of the available spaces will be filled from students who are part of this lottery. The remaining 60% of spaces will be filled from applicants who choose to enter the regular lottery pool. Within each of these two lottery pools, the following priorities will apply:
 - a) Children of Founding Families and founding Board members;
 - b) Siblings of current CLA students;
 - c) Children of CLA employees;
 - d) Children who reside within five miles of the school and within the St. Louis Public School District's boundaries;
 - e) Children who do not reside within five miles of the school but do reside within the St. Louis Public School District boundaries;
 - f) Children who reside outside of the St. Louis Public School District boundaries.
- 7) **Admissions Notification.** Parents of students who are accepted for admission will be notified in writing. Students who are not selected in the lottery will be placed on a waiting list. Parents will have 10 days from the date of the offer of admission to accept or decline.
- 8) **Waiting list priority.** Waiting list procedures and priorities will be determined using the same procedures as those used to admit students. All applicants who do not gain admission will automatically be placed on the waiting list.

Section 8 – Finances and Accounting

8.1 – Finances and Accounting

- 1) **Fiscal Accounting and Reporting.** The Principal or his/her designee shall be responsible for properly accounting for all funds received and all expenses incurred in the operation of CLA. No funds shall be expended without prior budgetary approval by the Board. The Principal shall exercise his/her responsibility to the highest ethical standards and shall conform to generally accepted principles for government accounting. Such accounting shall be done in a manner that is easily reviewed by the Board and lends itself to auditing and reporting to the District. Financial statements shall be prepared for presentation and reporting for every regularly scheduled Board

meeting. Financial statements will be made available to Board members in the Board packets prior to the scheduled meeting.

- 2) **Preparation and Adoption of Annual Operating Budget.** The annual budget is the financial plan for the operation of CLA. The annual operating budget will be based on a fiscal year that runs from July 1 to June 30. It provides the framework for both expenditures and revenues for the fiscal year and translates into financial terms the educational programs and goals of the schools. The operating budget should ultimately support the vision and mission of CLA. The Board assigns to the Principal or his/her designee the overall responsibility for the preparation and administration of the budget. The annual budget shall contain the following sections and corresponding detail: Revenues, Operating Expenses broken down by employee salaries, employee benefits, purchased services, supplies and materials, capital outlays, and facility costs, and Revenues over Expenses, and Transfers to Capital Reserves. In addition, the Board will annually review a three-year budget, historical income and expense statements, and a cash flow forecast for the upcoming year. The annual budget and supporting documents for the upcoming year shall be submitted for review by the Board during the April Board meeting.
- 3) **Financial Accounting Audits.** In accordance with state law, all funds and accounts of the school shall be audited annually after the close of each fiscal year. The Board shall appoint an independent auditor licensed to practice in Missouri and knowledgeable in government/non-profit accounting to conduct the audit. The independent auditor shall submit a report to the Board that includes the audited financial statements and an opinion regarding those financial statements. The auditor will also include in the report any information and documentation required by the District.
- 4) **Audit Committee.** The Chair, Vice Chair and Treasurer of the Board of CLA shall constitute the audit committee. The independent auditor shall report directly to the audit committee.

Section 9 – Facility Use

9.1 – Property, Building Facilities Use

- 1) It is the Board's policy to make school owned property, buildings and facilities available to associated school groups and the community when not in use for school activities.
- 2) Permission for use of school property, buildings and facilities shall not constitute a Board or school endorsement of any organization, the beliefs of an organization or group, not the expression of any opinion regarding the nomination, retention, election or defeat of any candidate, nor the expression of any opinion as to the passage or defeat of any issue.
- 3) The Board reserves and delegates to the administration, the right to refuse approval or to cancel any and all activities for the use of a school owned property, building or its facilities when it is deemed that such action is necessary for the best interests of the school.

- 4) Board policies and regulations, which govern school use of facilities, shall, when applicable, also govern associated school groups and community use of school facilities.
- 5) Any activity within the scope of law defining and regulating gambling or gaming may not be conducted in or on school property, buildings, or facilities.