

BY-LAWS
OF
LEGAL PREP CHARTER ACADEMIES

ARTICLE 1

Powers

Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Corporation shall have all powers which a not for profit corporation may have if organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 2

Office and Agent

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

Members

The Corporation shall have no Members.

ARTICLE 4

Board of Directors

Section 4.1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 4.2. Number and Qualifications. The number of voting directors of the Corporation shall be no less than three (3) and may be increased to any number from time to time by resolution of the Board of Directors. Directors need not be residents of Illinois. Employees of the Corporation may serve as non-voting Directors.. To the extent required by law, the Board of Directors shall include at least one parent or guardian of a pupil currently enrolled in the charter school (hereafter the “parent representative”) who may be selected through the charter school or a charter network election, appointment by the charter school's board of directors or other governing body, or by the charter school's Parent Teacher Organization or its equivalent and shall be a voting member of the Board.

Section 4.3. Election and Tenure. Except as provided by law with respect to the parent representative, Directors shall be elected by the Board of Directors at its annual meeting which shall take place in May of each calendar year, and each director shall hold office effective as of July 1 of that year until July 1 of the following year and until a successor has been elected at the next annual meeting of directors and qualified. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Elections of directors may be conducted by mail, email or other agreed upon electronic correspondence. Newly elected directors may request from the presiding officers information including but not limited to meeting minutes and financial statements from past meetings of the Board of Directors.

Section 4.4. Resignation. A director may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

Section 4.5. Removal of Directors. (a) One or more directors may be removed, with or without cause, including for conflict of interest. A director may be removed by the affirmative vote of two-thirds of the Board of Directors. (b) No directors shall be removed at a meeting of directors unless written notice of such meeting is delivered to all of the directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

Section 4.6. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office or, if the director is elected or appointed because of an increase in the number of directors, the term of such director shall expire at the next annual meeting of the Board of Directors.

Section 4.7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and such person or persons may fix any place, within the State of Illinois, as the place for holding any special meeting of the Board so called.

Section 4.9. Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given in accordance with these By-Laws at least two (2) days in advance thereof by written notice to each director at the address shown for such director on the records of the Corporation. Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except in the case of a special meeting called for the purposes of removing a director, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 4.10. Action Without a Meeting. Subject to the requirements of the Open Meetings Act, as applicable, any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors or by all the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Corporation. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 4.11. Attendance by Telephone. Subject to the requirements of the Open Meetings Act, as applicable, Directors or nondirector committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.12. Quorum. One-third of the directors then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than one-third of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 4.13. Action at a Meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws.

Section 4.14. Proxy Prohibited, Presumption of Assent. No director may act by proxy on any matter. A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such director's dissent is entered in the minutes of the meeting or unless such director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 4.15. Compensation. The Board of Directors shall not receive any salaries for their services; provided that nothing herein contained shall be construed to preclude any director serving the Corporation in any other capacity and receiving compensation therefore.

Section 4.16. Interested Directors. The presence of an interested director, as defined by the Conflict of Interest Policy, or of a director who is otherwise not disinterested may be counted in determining whether a quorum of the members, the Board of Directors or a committee of the Board is present but may not be counted when action is taken on the transaction.

ARTICLE 5

Committees

Section 5.1. Committees of the Board of Directors. A majority of the Board of Directors, by resolution, may create one or more committees of the Board and appoint directors or such other persons as the Board shall designate to serve on the committee or committees. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these By-Laws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. Each such committee shall have two or more directors as members, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board.

Section 5.2. Action of Committees. A majority of a committee of the Board of Directors shall constitute a quorum. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these By-Laws for written consents and for meetings of the Board of Directors. No member of such committee of the Board may act by proxy. Subject to these By-Laws and to action by the Board of Directors, a majority of the members of a committee of the Board shall determine the time and place of meetings and the notice required for meetings.

Section 5.3. Advisory Committees. The Board of Directors may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be directors. Such advisory committees or bodies may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

ARTICLE 6

Officers

Section 6.1. Enumeration. The officers of the Corporation shall be a Chief Executive Officer, a President who shall serve as Chairman of the Board, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. A director may be an officer.

Section 6.2. Election and Term of Office. The officers of the Corporation shall be elected annually at the annual meeting of the Board of Directors, or as soon thereafter as conveniently possible. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 6.3. Resignation and Removal. (a) Any officer may resign at any time by giving notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) The Board of Directors may remove any officer, either with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6.4. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5. Compensation. The Board of Directors, by affirmative vote of a majority of directors then in office and irrespective of any personal interest of any director and in full compliance with Section 4.15 hereof, shall have authority to establish reasonable compensation of all corporate officers for their services.

Section 6.6. Chief Executive Officer. Subject to the directions and supervision of the Board, the Chief Executive Officer shall be the principal executive officer of the Corporation, shall be responsible for the operation of and exercise control over the business and affairs of the Corporation, including negotiation, execution and implementation of agreements, contracts and other instruments on behalf of the Corporation, except in cases in which execution of said instruments has been reserved by the Board. The Chief Executive Officer may delegate this authority to other employees of the Corporation.

Section 6.7. President. Subject to the directions of the Board of Directors, the President shall be the Chairman of the Board and shall in general supervise the business and affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Directors. The President may sign, alone or with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The President may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors. When present, the President shall preside at all meetings of the members and of the Board of Directors.

Section 6.8. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or, if more than one Vice President, the Vice Presidents in the order determined by the Board of Directors or, in lieu of such determination, in the order of their seniority) shall perform the duties of the President. When so acting, such Vice Presidents shall have all the powers of and be subject to all the restrictions upon the President. The Board of Directors may also designate by resolution certain Vice Presidents as being in charge of designated operations of the Corporation and may add an appropriate description to their titles and further specify such Vice Presidents' duties and powers. Any Vice President shall perform such duties as the Board of Directors or the President may assign from time to time.

Section 6.9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the restoration to the

Corporation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Corporation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; (c) disburse the funds of the Corporation as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Corporation and render to the President or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6.10. Secretary. The Secretary shall (a) keep the minutes of meetings of members and of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (b) be custodian of the corporate records and of the seal of the Corporation; (c) affix the seal of the Corporation or a facsimile thereof, or cause it to be affixed and, when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the Corporation under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these By-Laws (provided, however, the Board of Directors or the President may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature); (d) keep a register of the post office address of each member, director or committee member, which shall be furnished to the Secretary by such member, director or committee member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 6.11. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds (which shall be renewed regularly) for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries shall, in general, perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively; but such assignment or delegation shall not relieve the principal officer of the responsibilities and liabilities of his or her office. In the absence of the Secretary or in the event of his or her inability or refusal to act, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order determined by the President) shall perform the duties and exercise the powers of the Secretary. In addition, the Assistant Treasurers and Assistant Secretaries shall, in general, perform such duties as may be assigned to them by the President or the Board of Directors.

ARTICLE 7

Contracts and Financial Transactions

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a director or officer of the Corporation.

Section 7.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence 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 Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or an assistant treasurer and countersigned by one other officer.

Section 7.4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 8

Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered office or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any director, any member entitled to vote, or any director's or such member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 9

Fiscal Year

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

ARTICLE 10

Seal

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Illinois."

ARTICLE 11

Notices

Section 11.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any member, director or member of any committee designated by the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such member, director, or committee member at his or her address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of members with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 11.2. Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these By-Laws, 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 12

Indemnification and Insurance

Each person who at any time is or shall have been a director, officer, employee or agent of the Corporation or is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 13

Amendment

A majority of the Board of Directors at a meeting at which a quorum is present may alter, amend, or repeal the By-Laws or adopt new By-Laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

Adopted by the Board of Directors
May 19, 2023