

BYLAWS

of

KEYS Grace Academy

ARTICLE I NAME

This corporation shall be called KEYS Grace Academy (the "Academy" or the "Corporation").

ARTICLE II FORM OF CORPORATION

The Academy is organized as a non-profit, non-stock, directorship corporation.

ARTICLE III OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in Madison Heights, County of Oakland, State of Michigan.

Section 2. Registered Office. The registered office of the Corporation may be the same as the principal office of the Corporation, but in any event must be located in the state of Michigan, and be the business office of the registered agent, as required by the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq. (as the same may be amended, the "Act")

ARTICLE IV BOARD OF DIRECTORS; MEETINGS; FISCAL YEAR

Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may exercise any and all of the powers granted to it under the Act or pursuant to Part 6A of the Michigan Revised School Code (as the same may be amended, the "Code"). The Board of Directors may delegate such powers to the officers of the Corporation as it deems necessary and to the extent permitted by applicable law.

Section 2. Method of Selection. The initial Board of Directors shall be the individuals named in the resolution approved by the Madison District Public Schools Board of Education ("District Board") on _____, 2015, specifically, Christopher Kattola, Ramy Alosachie, Mae Kouza, Zainab Hazimi, and Farah Anoni (collectively, the "Initial Members"). On an annual

basis, the Board of Directors of the Corporation shall nominate a list of potential members of the Board of Directors equaling at least twice the number of members on the Board of Directors whose terms will be expiring, and shall submit such list of nominees to the District Board. Provided the Board of Directors submits the list of nominees at least forty-five (45) days before the District Board meeting to be held in the immediately following June or December, the District Board shall select members from the list of nominees at such meeting (or, if the list was not provided at least forty-five (45) days in advance, the District Board shall select members at the subsequently occurring meeting). The nominees on the list that are selected by the District Board shall immediately become members of the Board of Directors, replacing those members of the Board of Directors whose terms are expiring. In the event that a vacancy causes the Board of Directors to be unable to have a quorum, the District Board may accept the list of nominees and make an appointment at its next regularly scheduled meeting. When the nominations are forwarded to the District Board, they shall be accompanied by the nominees' resumes, and each nominee shall be available for interview by the District Board or its designee. A member appointed to fill a vacancy created other than by expiration of a term shall be appointed for the unexpired term of the vacating member in the same manner as the original appointment.

Section 3. Length of Term. The term of each member of the Board of Directors shall be four (4) years, except that of the Initial Members, two (2) shall be appointed for a term of four (4) years, one (1) shall be appointed for a term of three (3) years, and the remaining two (2) shall be appointed for a term of two (2) years. At its first meeting, the Board of Directors shall designate which of the Initial Members shall serve two (2), three (3), and four (4) year terms. The terms of the Initial Members shall commence on the day of appointment and shall continue until June 30 of the respective termination year. Subsequent terms shall be from July 1 through June 30 of the appropriate year. Notwithstanding the foregoing, in the event that the term of a member of the Board of Directors is scheduled to end, but the District Board has not selected his or her successor pursuant to Article IV, Section 2, above and/or such successor has not yet qualified, such person shall continue to remain a member of the Board of Directors until such time as his or her successor has been so selected and shall have qualified.

Section 4. Number of Directors. The number of members of the initial Board of Directors shall be five. The number of members of the Board of Directors shall never be fewer than five (5) nor more than nine (9), as determined from time to time by the District Board.

Section 5. Qualifications. Members of the Board of Directors shall be citizens of the United States. Members of the Board of Directors shall not include: (i) employees of the Academy; (ii) directors, officers, or employees of a management company that contracts with the Academy; (iii) members appointed or controlled by a profit or another non-profit corporation; or (iv) representatives of the School District.

Section 6. Oath. All members of the Board of Directors of the Corporation must file an acceptance of office with the District Board. All members of the Board of Directors of the Corporation shall take the oath of office required by Section 512a(4)(b)(vi) of the Code

Section 7. Tenure. Each member of the Board of Directors ("Director") shall hold office

until the Director's replacement, death, resignation, or removal or, subject to Article IV, Section 3, above, until the expiration of his term, whichever occurs first.

Section 8. Removal. Any Director may be removed, with or without cause, or for no reason whatsoever, by the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation or as directed by the District Board.

Section 9. Resignation. Any Director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. A successor shall be appointed as provided in Section 2 of this Article.

Section 10. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting in July of each year. The Board of Directors may provide, by resolution, the time and place, within the state of Michigan, for the holding of regular meetings. The Corporation shall provide notice of the annual and all regular meetings as required by the Open Meetings Act, MCL 15.261 et seq.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place within the state of Michigan (but limited to Oakland County) for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the Corporation in the state of Michigan. The Corporation shall provide notice of all special meetings as required by the Open Meetings Act.

Section 12. Notice; Waiver. In addition to the notice provisions of the Open Meetings Act, notice of any special meeting shall be given at least twenty four (24) hours prior to the special meeting by written notice, stating the time and place of the meeting, delivered personally or mailed or sent by facsimile or electronic communication to each Director at the Director's last known address, fax number or e-mail address. If mailed, such notice shall be deemed to be delivered forty eight (48) hours after it is deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile or electronic communication, such notice shall be deemed to be delivered when the facsimile or electronic communication is sent. Any Director may waive notice of any meeting by written statement, or telecopy sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting constitutes 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.

Section 13. Quorum. A majority of the members of the Board of Directors constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time, providing such notice as is required by the Open Meeting Act.

Section 14. Manner of Acting. The act of the majority of the members of the Board of Directors shall be the act of the Board of Directors.

Section 15. Open Meetings. All meetings of the Board of Directors, including committee meetings, shall at all times be in compliance with the Open Meetings Act, to the extent the Open Meetings Act is applicable.

Section 16. Board Vacancies. A vacancy on the Board of Directors shall occur as specified in the Act. Any vacancy shall be filled as provided in Section 2 of this Article.

Section 17. Compensation. A Director of the Corporation shall serve as a volunteer director. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at meetings of the Board of Directors.

Section 18. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

Section 19. Committees. The Board of Directors, by resolution, may designate one or more committees, each committee to consist of one or more Directors elected by the Board of Directors, which shall have the functions provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution. The Board of Directors may elect one or more of its members as alternate members of any committee who may take the place of any absent member or members at any meeting of a committee, upon request by the chair of the meeting. Subject to the Open Meetings Act and other applicable law, each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Section 20. Fiscal Year, Budget, and Accounting. The fiscal year of the Corporation shall begin on the first day of July in each year. The Board of Directors, subject to the oversight responsibilities of the District Board, shall have exclusive control of the budget. The Board of Directors shall prepare and publish an annual budget in accordance with District Board policy.

ARTICLE V OFFICERS OF THE BOARD

Section 1. Number. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such Assistant Treasurers and Assistant Secretaries or other officers as may be selected by the Board of Directors.

Section 2. Election and Term of Office. The Board of Directors shall elect the initial officers at a duly noticed meeting prior to July 1, 2015. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the

election of officers is not held at that meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office while qualified or until the officer resigns or is removed in the manner provided in Section 3.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time or from time-to-time, with or without cause, or for no reason whatsoever.

Section 4. Vacancies. A vacancy in any office shall be filled by appointment by the Board of Directors.

Section 5. President. The President shall be a member of the Board of Directors. The President of the Corporation shall preside at all meetings of the Board of Directors. If there is not a President, or if the President is absent, then the Vice-President shall preside. If the Vice-President is absent, then a temporary chair, chosen by the members of the Board of Directors attending the meeting, shall preside. The President shall be an ex officio member of all standing committees and may be designated chair of certain committees by the Board of Directors. The President shall, in general, perform all duties incident to the office of the President or as the Board may prescribe from time to time.

Section 6. Vice-President. The Vice-President shall be a member of the Board of Directors. In the absence of the President or in the event of the President's death, or inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall be a member of the Board of Directors. The Secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices, including those notices required under the Open Meetings Act, are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation (if any) is affixed to all authorized documents; (d) keep a register of the post office address of each Director; and (e) perform all duties incident to the office of Secretary and other duties assigned by the President or the Board.

Section 8. Treasurer. The Treasurer of the school shall be a member of the Board of Directors of Corporation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (d) complete all required corporate filings; (e) assure that the responsibilities of the fiscal agent of the Corporation are properly carried out; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Assistants and Acting Officers. The Assistants to the officers, if any, selected by the Board of Directors, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary, Treasurer, or President or by the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impractical for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may by resolution otherwise determine.

Section 10. Salaries. Officers of the Board of Directors may not be compensated for their services. They may, however, be reimbursed for traveling and other expenses.

Section 11. Filling More Than One Office. Subject to the statute concerning the Incompatible Public Offices, Act No. 566 of the Public Acts of 1978, being Sections 15.181 to 15.185 of the Michigan Compiled Laws, any two offices of the Corporation except those of President and Vice-President may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE VI
CONTRACTS, LOANS, CHECKS AND DEPOSITS;
SPECIAL CORPORATE ACTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Corporation, without specifying the executing officers, the President, the Vice-President, the Secretary or the Treasurer may execute the same and may affix the corporate seal (if any) thereto.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan, advance, overdraft or withdrawal by a officer or Director of the Corporation, other than in the ordinary and usual course of the business of the Corporation, shall be made or permitted.

Section 3. 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 Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited

from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, provided that such financial institution is eligible to be a depository of surplus funds under Section 5 or 6 of Act No. 105 of the Public Acts of 1855, as amended, being sections 21.145 and 21.146 of the Michigan Compiled Laws.

Section 5. Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation or by proxy appointed by the President, or in the absence of the President and the President's proxy, by the Vice-President, the Secretary or the Treasurer of this Corporation or by proxy appointed by the Vice-President, the Secretary or the Treasurer. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation shall be executed in the name of this Corporation by the President, the Vice-President, the Secretary or the Treasurer of this Corporation without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this Corporation the same as such shares or other securities might be voted by this Corporation. This section shall in no way be interpreted to permit the Corporation to invest any of its surplus funds in any shares or other securities issued by any other corporation. This section is intended to apply, however, to all gifts, bequests or other transfers of shares or other securities issued by any other corporation which are received by the Corporation.

Section 6. Contracts Between Corporation and Related Persons. Any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of this Corporation's Directors are members or employees, or in which one or more of this Corporation's Directors are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting at which the Board of Directors of the Corporation acts upon, or in reference to, such contract or transaction, and notwithstanding the participation of the Director or Directors in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the disinterested Directors, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Any Director, officer or employee of the Academy, who enters into a contract with the Academy, that meets the definition of contract under the statute on Contracts of Public Servants with Public Entities, Act No. 317 of the Public Acts of 1968, being section 15.321 to 15.330 of the Michigan Compiled Laws, shall comply with the public disclosure requirements set forth in Section 3 of the statute. Public disclosure of the contract means as follows:

- (i) Prompt disclosure of any pecuniary interest in a contract with the

Corporation. The disclosure shall be made a matter of corporate record at a regular or special meeting.

(ii) The contract is approved by a vote of not less than 2/3 of the Directors of the Corporation at a regular or special meeting. The vote shall be without the vote of the Director making the disclosure.

(iii) The Corporation discloses the following summary information in its board minutes:

- (a) The name of each party involved in the contract;
- (b) The terms of the contract, including duration, financial consideration between parties, facilities or services of the Corporation degree of fulfillment of included in the contract, and the nature and assignment of Corporation employees for the contract; and
- (c) The nature of any pecuniary interest.

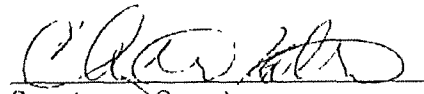
ARTICLE VII SEAL

The Board of Directors may (but shall not be obligated to) provide a corporate seal which shall be circular in form and have inscribed thereon the name of the Corporation, the State of Michigan and the words "Corporate Seal" and "Public School Academy."

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by obtaining (a) the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings, and (b) the written approval of the changes or amendments by the Madison District Public Schools Superintendent (the "Superintendent"). In the event that a proposed change is not accepted by the Superintendent, the District Board shall consider and vote upon a change proposed by the Corporation following an opportunity for a written and oral presentation to the District Board by the Corporation. Amendments to these Bylaws take effect only after they have been approved by both the Corporation Board of Directors and by the Superintendent or the District Board.

These Bylaws were adopted as and for the Bylaws of the KEYS Grace Academy in an open and public meeting, by unanimous consent of the Board of Directors on the 29th day of June 2015.


Secretary PRESIDENT