

INTERIM BYLAWS  
OF  
EDUCATION ACHIEVEMENT AUTHORITY  
A Michigan Public Body Corporate

BYLAWS  
OF  
EDUCATION ACHIEVEMENT AUTHORITY

---

These Bylaws are hereby adopted subject to and in conformance with the authority and power given to the Education Achievement Authority (“the Authority”) by Act No. 7 of Michigan Public Acts of 1967 (Extra Session), as amended (the “Act”), and the Interlocal Agreement executed by and between The Board of Regents of Eastern Michigan University (EMU) and The School District For The City Of Detroit (“the School District”), signed by the Governor on July \_\_, 2311 and effective July \_\_, 2011.

ARTICLE I  
Offices

Section 1. Registered Office. The Authority shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical to such registered office, as may be required by the statutes of the State of Michigan. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office and the registered agent may be changed from time to time by the Executive Committee of the Board of Directors of the Authority (“the Authority Board”).

Section 2. Other Offices. The Authority may have such other offices as the Executive Committee of the Authority Board may determine from time to time.

ARTICLE II  
Authority Board of Directors

Section 1. General Powers. The Authority Board shall authorize and approve the annual audit of the Authority, evaluate the performance of the Authority, and shall, if required by law, review acts of the Executive Committee.

Section 2. Annual Meeting. The Authority Board may hold an annual meeting and other special meetings at a time, date, and place determined by the Authority Board. Meetings of the Authority Board shall comply with the Open Meetings Act, MCL 15.261 et seq., as amended from time to time (the “OMA”). Public notice of the time, date, and place of Authority Board meetings shall be given in the manner required by the OMA. Members of the Authority Board may participate in meetings by electronic means of communication to the fullest extent permitted by law.

Section 3. Regular Meeting. Regular meetings of the Authority Board shall be held annually on such dates and at such times as the Authority Board determines at its annual meeting. Except as otherwise provided in these Bylaws, no further notice of the regular meetings of the Authority Board shall be required to be given to the Directors.

Section 4. Special Meetings. Special meetings of the Authority Board may be called by or at the request of the Chairperson plus at least one other Director.

Section 5. Notice of Special Meetings. Except as otherwise provided in these Bylaws, notice of special meetings of the Authority Board shall be given to each Director in one of the following ways: (a) notice delivered to the Director via telephone not less than twenty-four (24) hours prior to the time of the special meeting, or (b) written notice delivered to the Director by electronic transmission not less than twenty-four (24) hours prior to the time of the special meeting. The person giving notice of a special meeting shall execute an affidavit confirming the method by which such notice was given to each Director, and such affidavit shall be filed with the minutes of the meeting. For purposes of this section, “electronic transmission” shall mean electronic mail and any other form of communication that satisfies all of the following: (i) it does not directly involve the physical transmission of paper, (ii) it creates a record that may be retained and retrieved by the recipient, and (iii) it may be directly reproduced in paper form by the recipient through an automated process.

Section 6. Waiver. Any Director may waive notice of any meeting either before or after such meeting. Attendance of a Director at a meeting constitutes waiver of notice of the 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 as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Authority Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by these Bylaws.

Section 7. Public Notice. In addition to the notice of Authority Board meetings required under other provisions of these Bylaws, public notice of Authority Board meetings shall be given in accordance with the Open Meetings Act, MCL 15.261 *et seq.*, as amended from time to time (the “OMA”), including compliance with the following requirements:

- (a) No meeting of the Authority Board shall be held unless public notice of the meeting is given by a person designated by the Authority.
- (b) A public notice of an Authority Board meeting shall always contain the name of the Authority, its telephone number, its address, and the date, time and place of every meeting announced in the notice.
- (c) A public notice of an Authority Board meeting shall always be posted at the Authority’s principal office, and may be posted at any other location considered appropriate by the Authority Board, including but not limited to the Authority’s website. .

- (d) Within ten (10) days after the first Authority Board meeting in each calendar or fiscal year, the Authority shall post a public notice stating the dates, times, and places of the Authority Board's regular meetings. If there is a change in the schedule of the regular meetings, the Authority, within three (3) days after the meeting at which the change is made, shall post a public notice stating the new dates, times, and places of the Authority Board's regular meetings.
- (e) The Authority shall post public notice of a rescheduled regular meeting, a special meeting, or a rescheduled special meeting at least eighteen (18) hours before the meeting.
- (f) Any Authority Board meeting that is recessed for more than thirty-six (36) hours shall be reconvened only after public notice equivalent to that required in subsection (e) of this section is posted.
- (g) Upon the written request of an individual, organization, firm or Authority, and upon the requesting party's payment of a yearly fee of not more than the reasonable estimated cost for printing and postage of such notices, the Authority shall send to the requesting party by first class mail a copy of any notice required to be posted pursuant to this Section 7.
- (h) Upon written request, the Authority, at the same time a public notice of a meeting is posted pursuant to this Section 7, shall provide a copy of the public notice of that meeting to any newspaper published in Michigan and to any radio and television station located in Michigan, free of charge;
- (i) Nothing in this section shall bar the Authority Board from meeting in emergency session in the event of occurrences, acts of a severe and imminent threat to the health, safety, and welfare of the public when at least two-thirds (2/3) of the Directors serving on the Authority Board decide that delay would be detrimental to efforts to lessen or respond to the threat.

Section 8. Public Meetings.

- (a) All meetings of the Directors shall be open to the public and shall be held at the Authority's offices or at such other place or places available to the public as the Authority Board may from time to time designate. All persons shall be permitted to attend any meeting except as otherwise provided in Section 9. The right of a person to attend an Authority Board meeting includes the right to tape-record, videotape, broadcast live on radio, and telecast live on television the proceedings at the meeting. The exercise of this right shall not be dependent upon the prior approval of the Authority. However, the Authority may establish reasonable rules and regulations in order to minimize the possibility of disrupting the meeting.
- (b) All decisions of the Directors shall be made at an Authority Board meeting open to the public, except as otherwise provided herein.

- (c) All deliberations of the Directors constituting a quorum of its members shall take place at a meeting open to the public except as otherwise provided in Section 9 of this Article II.
- (d) A person shall not be required as a condition of attendance at a meeting of the Directors to register or otherwise provide his or her name or other information or otherwise to fulfill a condition precedent to attendance.
- (e) A person shall be permitted to address a meeting of the Directors under rules to be established and recorded by the Directors.
- (f) A person shall not be excluded from a meeting of the Directors except for a breach of the peace actually committed at the meeting.

Section 9. Closed Meetings. The Directors may hold a meeting or part of a meeting that is closed to the public (“closed session”) only for the following purposes:

- (a) To consider the dismissal, suspension or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of, a Authority officer, employee, staff member, or individual agent , if the named person requests a closed hearing. A person requesting a closed hearing may rescind the request at any time, in which case the matter at issue shall be considered after the recession only in open sessions.
- (b) For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.
- (c) To consider the condemnation, purchase or lease of real property up to the time a decision to condemn is made or an option to purchase or lease that real property is obtained.
- (d) To consult with the Authority’s attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the Authority;
- (e) To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential. However, all interviews by the Authority for employment or appointment to a public office shall be held in an open meeting;
- (f) To consider material exempt from discussion or disclosure by state or federal statute.

A two-thirds (2/3) roll call vote of Directors appointed and serving shall be required to call a

closed session except when it involves a matter described in Section 9(a) or 9(b) of this Article II.

Section 10. Minutes of Meetings.

- (a) The Authority shall keep minutes of each meeting showing the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting. The Authority shall make any corrections to the minutes at the next meeting after the meeting to which the minutes refer. The Authority shall make corrected minutes available at or before the next subsequent meeting after correction. The corrected minutes shall show both the original entry and the correction.
- (b) Minutes shall be public records open to public inspection and shall be available at the address designated on posted public notices pursuant to Section 7. Copies of the minutes shall be available to the public at the reasonable estimated cost for printing and copying.
- (c) Proposed minutes shall be available for public inspection not more than eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved by the Directors.
- (d) A separate set of minutes shall be taken by the designated secretary of the Authority at a closed session. These minutes shall be retained by the secretary and shall only be disclosed if required by order of a Court pursuant to civil action filed under applicable sections of the OMA. These minutes may be destroyed one year and one day after approval of the minutes of the regular or special meeting at which the closed session was approved.

Section 11. Quorum and Voting. A majority of the members serving on the Authority Board shall constitute a quorum for the transaction of business. The Authority Board shall act by a majority vote of the members serving at the time of the vote. Members of the Authority Board shall not engage in proxy voting.

Section 12. Fiduciary Duty. The members of the Authority Board and the Executive Committee are under a fiduciary duty to conduct business in the best interests of the Authority, including the safekeeping and use of all Authority monies and assets for the benefit of the Authority. The members of the Authority Board and the Executive Committee shall discharge their duties in good faith, with the care an ordinarily prudent individual in a like position would exercise under similar circumstances.

Section 13. Compensation. The members of the Authority Board and the Executive Committee shall receive no compensation for the performance of their duties. A member of the Authority Board or the Executive Committee may engage in private or public employment, or in

any profession or business. Members of the Authority Board and the Executive Committee may be reimbursed by the Authority for actual and necessary expenses incurred in the discharge of their official duties.

Section 14. Oath of Office. Members of the Authority Board, the Executive Committee, and the Chancellor, prior to entering upon the duties of office, shall take and subscribe to the constitutional oath of office under Section 1 of Article XI of the State Constitution of 1963. The oath of office shall be filed with the Secretary of State.

## ARTICLE III

### OFFICERS

Section 1. *Number*. The officers of the Authority shall be a Chairperson, Vice Chairperson, Secretary, Treasurer for the Executive Committee and a Chairperson and Vice Chairperson for the Board, and such other officers as the Executive Committee appoints from time to time. The Chairperson or the Vice Chairperson must be a director of the Authority board. The Governor shall designate an Authority Board member to serve as Chairperson of the Authority Board at the pleasure of the Governor. The Governor shall designate an Authority Board member to serve as Vice Chairperson of the Authority Board to serve at the pleasure of the Governor. The Governor shall designate an Executive Committee member to serve as Chairperson of the Executive Committee at the pleasure of the Governor. The Executive Committee shall appoint by majority vote the Vice Chairperson of the Executive Committee, the Secretary and the Treasurer. Members of the Executive Committee may make nominations for officers appointed by the Executive Committee. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Authority's Interlocal Agreement or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. *Term of Office*. Each officer shall hold office until his or her successor is appointed and qualified, or until the officer's resignation or is removal. An officer may resign at any time by providing written notice to the Authority. Notice of resignation shall be effective on receipt by the Authority or at a later time specified in the notice.

Section 3. *Removal*. The Governor may remove any officer designated by the Governor with or without cause. The Executive Committee may remove any officer appointed by the Executive Committee with or without cause. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

Section 4. *Vacancies*. A vacancy in any office designated by the Governor for any reason may be filled by the Governor. A vacancy in any office appointed by the Executive Committee for any reason may be filled by the Executive Committee. A person appointed to fill a vacancy in an office shall serve until his or her successor is appointed and qualified, or until his or her resignation or removal. In the event that a vacancy arises in the office of Chairperson or Vice

Chairperson and the person previously holding such office was at that time a director of the Authority board, the person appointed to fill such vacancy must also be a director of the Authority board.

Section 5. *Chairperson.* The Chairperson of the Board shall preside at all board meetings and the Chairperson of the Executive Committee shall preside at all Executive Committee meeting and shall perform all duties incident to the office of Chairperson and other duties assigned to the Chairperson by the Executive Committee from time to time. The Executive Committee may delegate any specific duty or authority of the Chairperson to one or more other officers.

Section 6. *Vice Chairperson.* The Vice Chairperson shall perform all duties incident to the office of Vice Chairperson and other duties assigned to the Vice Chairperson by the Executive Committee from time to time. The Executive Committee may delegate any specific duty or authority of the Vice Chairperson to one or more other officers.

Section 7. *Secretary.* The Secretary shall (a) keep minutes of Board and Executive Committee meetings; (b) be responsible for providing notice of Board and Executive Committee meetings as required by law, the Interlocal Agreement, or these bylaws; (c) be the custodian of Authority records; (d) keep a register of the names and addresses of each officer and director; and (e) perform all duties incident to the office of Secretary and other duties assigned to the Secretary by the Executive Committee from time to time. The Executive Committee may delegate any specific duty or authority of the Secretary to one or more other officers.

Section 8. *Treasurer.* The Treasurer shall (a) have charge and custody over Authority funds and securities; (b) keep accurate books and records of Authority receipts and disbursements; (c) deposit all funds and securities received by the Authority at such depositories in the Authority's name that may be designated by the Executive Committee; (d) complete all required Authority filings; and (e) perform all duties incident to the office of Treasurer and other duties assigned to the Treasurer by the Executive Committee from time to time. The Executive Committee may delegate any specific duty or authority of the Treasurer to one or more other officers.

## ARTICLE IV

### Committees

Section 1. Executive Committee. The Authority shall have an Executive Committee consisting of 5 members of the Authority Board appointed by the Governor of the State. The members of the Executive Committee appointed by the Governor shall include not less than 1 Authority Board member appointed by the District and not less than 1 Authority Board member appointed by EMU. The Governor shall designate an Executive Committee member to serve as Chairperson of the Executive Committee at the pleasure of the Governor. After the initial terms of office, members of the Executive Committee shall be appointed for a term of 4 years. The initial terms of office of the members of the Executive Committee shall be designated by the Governor as follows:

- (a). One member appointed for a term of 4 years.
- (b). Two members appointed for a term of 3 years.
- (c). One member appointed for a term of 2 years.
- (d). One member appointed for a term of 1 year.

Section 2. Executive Committee Powers. Except as otherwise provided in this Agreement, the Executive Committee shall exercise the powers of the Authority. The Executive Committee shall appoint the Chancellor. The Executive Committee may make inquiries, conduct studies or investigations, hold hearings, and receive comments from the public. The Executive Committee also may consult with outside experts in order to perform its duties including, but not limited to, experts in the field of education, the private sector, government agencies, nonprofit entities, and experts at institutions of higher education.

Section 3. Executive Committee Meetings. The Executive Committee shall meet regularly at the time, date, and place as the Executive Committee determines, but not less than quarterly. Meetings of the Executive Committee shall comply with the OMA. Public notice of the time, date, and place of Executive Committee meetings shall be given in the manner required by the OMA. Members of the Executive Committee may participate in meetings by electronic means of communication to the fullest extent permitted by law.

Section 4. Executive Committee Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall act by a majority vote of its members serving at the time of the vote. Members of the Executive Committee may not engage in proxy voting.

Section 5. Executive Committee Appointment of Chancellor. The Executive Committee shall appoint a Chancellor to administer all programs, funds, personnel, facilities, contracts, and all other administrative and academic functions of the Authority, subject to oversight by the Executive Committee. The Chancellor shall receive compensation as determined by the Executive Committee. All terms and conditions of the Chancellor's employment, including length of service, shall be specified in a written contract between the Chancellor and the Executive Committee, provided that the Chancellor shall serve at the pleasure of the Executive Committee, and the Executive Committee may remove or discharge the Chancellor by a vote of not less than the majority of the members of the Executive Committee. The Chancellor shall report to the Executive Committee at meetings of the Executive Committee and to the Chairperson of the Executive Committee between meetings of the Executive Committee.

#### Section 6. Other Committees of Directors

(a) The Authority Board may designate and appoint one or more committees to assist the Authority Board in the discharge of its duties, each of which shall consist of two or more Directors. A committee shall have the powers and authority granted to it in the Authority Board resolution designating the committee; provided, no committee shall have any power or authority

to (1) amend the Articles , (2) adopt an agreement of merger or consolidation or an agreement for the sale, lease or exchange of all or substantially all of the Authority's property and assets, (3) dissolve the Authority, (4) amend the Bylaws of the Authority, (5) fill vacancies in the Authority Board, or (6) fix compensation of the Directors for serving on the Authority Board or on a committee of the Authority Board. All actions by the committee shall be subject to approval by the Authority Board.

(b) The Authority Board may by resolution establish an advisory committee which shall state the names of the committee members, their terms of office and the committee's function.

## ARTICLE V

### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Executive Committee may authorize any officer or employee of the Authority, in addition to the officers so authorized by the these Bylaws, to enter into, execute and deliver any contract or instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Bonds. All checks, drafts or orders for the payment of money, bonds, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or employee of the Authority and in such manner as shall from time to time be determined by the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the Chancellor or Chairperson of the Authority.

Section 3. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Gifts. The Authority may accept any contribution, gift, and bequest or devise for the general purposes or for any special purpose of the Authority.

## ARTICLE VI

### Books and Records

Section 1. Authority Records. The Authority shall keep and maintain at the principal office of the Authority all documents and records of the Authority. The records of the Authority, which shall be available to the Parties, shall include a copy of Interlocal Agreement, any amendments to the Interlocal Agreement, and any agreements under Article VI of the Interlocal Agreement (Manner and Method for Exercise of Common Power). The records and documents shall be maintained until termination of the Interlocal Agreement and shall be returned to any successor entity or, if none, to the Superintendent of Public Instruction.

Section 2. Financial Statements and Reports. The Authority shall prepare, or cause to be prepared, at its own expense, audited financial statements (balance sheet, statement of revenue and expense, statement of cash flows, and changes in fund balance) on an annual basis. The financial statements shall be prepared in accordance with generally accepted accounting principles and shall be accompanied by a written opinion of an independent certified public accounting firm. A copy of the annual financial statement and report shall be filed with the State Department of Treasury, made available to each of the School District and EMU, and posted on a publicly accessible internet website.

## ARTICLE VII

### Fiscal Year

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

## ARTICLE VIII

### Seal

The Authority Board of Directors shall provide for and adopt an Authority seal, which shall be the official seal of the Authority.

## ARTICLE IX

### Conflicts of Interest and Disclosure

Section 1. Restrictions. Subject to Section 2 of this Article, a Director, officer or employee of the Authority shall not:

- (a) Be a party, directly or indirectly to any contract between himself or herself and the Authority; or
- (b) Directly or indirectly solicit any contract between the Authority and (1) himself or herself; (2) any firm (meaning a co-partnership or other unincorporated association) of which he or she is a partner, member or employee; (3) any private corporation in which he or she is a stockholder owning more than 1% of the total outstanding stock of any class where such stock is not listed on a stock exchange or stock with a present total market value in excess of \$25,000.00 where such stock is listed on a stock exchange or of which he or she is a director, officer or employee; or (4) any trust of which he or she is a beneficiary or trustee; nor shall he or she take any part in the negotiations for such a contract or the renegotiation thereof or amendment thereto or in the approval thereof; nor shall he or she represent either party in the transaction.

Section 2. Exceptions. A Director, officer or employee of the Authority shall not be subject to Section 1 of this Article with respect to any contract described in Section 1, provided:

- (a) The Director, officer or employee is not paid for working more than an average of 25 hours per week for any public entity, including the State of Michigan, all agencies thereof, any public body corporate within the State, including all agencies thereof, or any non-incorporated public body within the State of whatever nature, including all agencies thereof;
- (b) The Director, officer or employee discloses his or her pecuniary interest in the contract to the Authority; and
- (c) The contract is approved by a vote of two-thirds (2/3) of the full membership of the Authority Board of Directors without inclusion of the vote of any interested Director.

Section 3. Disclosure/Participation in Voting. A Director shall:

- (a) Promptly disclose to the Authority any direct interest or indirect interest of which he or she has actual knowledge in any matter before the Authority prior to the Authority taking any action with respect to such matter; and
- (b) Refrain from participation in the Authority's proceedings relating to the matter.

Section 4. Records. All disclosures pursuant to Sections 2 and 3 of this Article shall be made a matter of record in the official proceedings of the Authority.

## ARTICLE X

### Public Access to Records, Reporting

Section 1. Public School Functions. The powers, duties, rights, obligations, functions, and responsibilities of the Authority are intended to encourage the means of education and be governmental and public school functions within the system of free public elementary and secondary schools maintained and supported by the State Legislature. A school operated by the Authority is a public school under, and shall comply with, Section 2 of Article VIII of the State Constitution of 1963.

Section 2. Public Purpose and Governmental Function. As both the School District and EMU are bodies corporate and governmental agencies, the powers, duties, rights, obligations, functions, and responsibilities of the Authority constitute essential public purposes and governmental functions.

Section. 3. Financial Transparency. The Authority shall develop, maintain, and make publicly available a single, searchable financial data internet website. The website shall contain only information that is a public record or that is not confidential or otherwise protected from public disclosure under State or federal law. The Authority shall, to the extent practicable, update the financial data contained on the website not less than monthly and provide the data in a structured format that may be downloaded. The website shall include a method by which a user of the website may provide feedback concerning the organization or utility of the website. The Authority shall archive the financial data, which shall remain accessible and searchable for not less than 5 years. The website shall allow the public to search financial data included on the website at no cost and shall aggregate all of the following information:

- (a). The amount and source of moneys received by the Authority.
- (b). The moneys expended by the Authority, including both of the following:
  - (i). The name and principal location or address of the Person receiving moneys; except that information concerning a payment to an employee of the Authority shall identify the individual employee by position and business address only.
  - (ii). The amount of expended moneys.
- (c). The funding source of the expended moneys.
- (d). The name of the budget program or activity receiving the moneys.
- (e). A description of the planned use of the moneys.

Section 4. Audits. The Executive Committee shall establish a dedicated audit committee of the Executive Committee for the purpose of overseeing the accounting and financial reporting processes of the Authority and audits of its financial statements. The Chairperson of the Executive Committee shall serve as a member of the dedicated audit committee. The Executive Committee shall establish specific duties and obligations of the audit committee and standards and qualifications for membership. The Executive Committee may require at least 1 member to be specifically knowledgeable about financial reports. Upon completion of the annual financial audit, the Executive Committee shall transmit the audit to the Authority Board for approval.

Section 5. Freedom of Information Act. The Authority shall be subject to and comply with the disclosure requirements, privileges and exemptions of the Freedom of Information Act, 1976 PA 442, MCL 15.231 to 15.246.

Section 6. Uniform Budgeting and Accounting Act. The Authority shall be subject to and comply with the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.421 to 141.440a. Unless otherwise designated by the Executive Committee, the Chancellor shall serve as the Chief Administrative Officer of the Authority. The Chancellor shall prepare all budgets and budget amendments and the Executive Committee shall approve all budgets and budget amendments for the Authority for each Fiscal Year.

Section 7. Budget and Performance Standards. Each Fiscal Year, the Chancellor shall

prepare performance standards for review and approval by the Executive Committee. The Authority shall produce a citizen's guide to Authority finances and a performance dashboard. The citizen's guide to Authority finances and performance dashboard shall be made available for public viewing in the principal office of the Authority and posted on a publicly accessible internet website. The citizen's guide to Authority finances shall provide a detailed description of the Authority's finances, including recognition of any unfunded liabilities, along with any other information deemed relevant by the Executive Committee. The performance dashboard shall include measures related to student outcomes, academic achievement, school accountability, culture of learning, value for money, and any other measures deemed relevant by the Executive Committee.

Section 8. Deposits and Investments. The Authority shall deposit and invest money of the Authority, not otherwise employed in carrying out the purposes of the Authority, in accordance with an investment policy established by the Executive Committee consistent with laws and regulations regarding investment of public funds.

Section 9. Disbursements. Disbursements of money by the Authority shall be in accordance with the annual budget adopted by the Executive Committee, consistent with any guidelines recommended by the Chancellor and approved by the Executive Committee, and also shall be in accordance with applicable law.

Section 10. Adoption of Rules and Procedures. Before promulgating a rule or adopting a procedure, policy, or statement of policy, the Authority shall provide advance notice in a manner intended to inform the public and afford the public an opportunity to comment on the proposed rule, procedure, policy, or statement of policy.

Section 11. Transparency. The powers, duties, rights, obligations, functions, and responsibilities of the Authority shall be administered by the Authority in a transparent and open manner that encourages public oversight, civic participation, and citizen engagement. The Authority shall adopt policies and procedures consistent with each of the following transparency principles:

(a). On-line, on-time, and free public access shall be a priority for the conduct of Authority business, except when specifically prohibited by applicable law.

(b). Dissemination of information regarding the activities and operations of the Authority should be (i) posted on-line promptly in a contemporaneous manner; (ii) complete and accurate, (iii) searchable and manipulable; and (iv) permanently preserved and accessible, except where specifically prohibited by applicable law.

(c). Information pertaining to influence, potential corruption, and oversight should take special public priority over other types of information.

(d). Public records pertaining to governmental oversight should be centrally available, including, but not limited to, reports from auditors or government-sponsored investigations, planning and strategic vision documents, budgets, performance data, and academic plans.

(e). Use of the internet, social media, performance dashboards, and other digital communications technology should be integrated into the operations of the Authority and be a basic method used in pursuing the goals and objectives of the Authority.

## ARTICLE XI

### Indemnification

The Authority, to the full extent permitted by law, at its expense, shall indemnify and save harmless, of, from and against, any and all claims, damages, demands, expenses to include all attorney fees and legal costs, liabilities and losses any person made, or threatened to be made, a party to any pending, threatened or completed civil, criminal, administrative or arbitrate action, suit or proceeding and any appeal therein (and any injury or investigation which could lead to such action, suit or proceeding) by reason of the fact that he or she is or was a director, officer or employee of the Authority, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his or her duties or acted in an unreasonable manner or not in good faith. Such right of indemnification shall inure to the benefit of the legal representative of such person in any such action.

## ARTICLE XII

### Roberts Rules of Order (Short Version)

Unless Roberts Rules of Order are properly suspended by action of the Board, Executive Committee or other committees of the Board during a meeting, all meetings of the Authority Board, Executive Committee and other committees of the Board shall be governed by a simplified version Roberts Rules of Order.

## ARTICLE XIII

### Amendments to Bylaws

The Authority Board shall have the power to adopt, amend or repeal Bylaws of the Authority by the vote of not less than a majority of the Directors then in office at any regular or special meeting, provided that at least five (5) days notice thereof is given to each Director by electronic transmission, which notice shall include a copy of the proposed Bylaw changes. At all times, the Authority's Bylaws shall comply with the Act.

These Amended and Restated Bylaws were adopted on \_\_\_\_\_, 2009, to be effective

immediately.

---

Secretary

DRAFT